



**MARVEL
COMICS
GROUP**

12¢

the **X**

**TO SAVE
A CITY!**



X-MEN

IND.

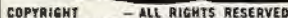
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X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

TO SAVE A CITY

IT'S ROLLICKIN' RESUME TIME!
BUT, INSTEAD OF WASTING A LOT
OF SPACE ON WORDY INTRODUCTIONS,
LET'S QUICKLY PLUNGE RIGHT IN
AND LET THE STORY TELL ITSELF...

IN A FEW MOMENTS--WHILE YOU ARE
CHAINED HERE, HELPLESS--I SHALL
STEAL THE NATION'S CAPITAL!
JUST AS YOU X-MEN FELL BEFORE
THE POWER OF THE NEW, REVIVED
MAGGIA, SO WILL ALL OF AMERICA
SOON GROVEL BEFORE THE MIGHT
OF...COUNT NEFARIA!

JOIN ME--AND SHARE MY
SUREME TRIUMPH! FOR, IF
YOU DO NOT, I SHALL BE
FORCED ULTIMATELY TO
DESTROY YOU!

WHAT ARE YOU, NEFARIA--
SOME KIND OF A NUT?
NOBODY COULD POSSIBLY
CAPTURE THE ENTIRE
DISTRICT OF
COLUMBIA!

YOUR SUPER-POWERED
FLUNKIES MAY HAVE
CAPTURED US SEPARATELY,
BUT YOU'LL
NEVER GET THE X-MEN
TO HELP YOU IN YOUR
MORDONIC PLOT!

WHO IS THIS
COUNT NEFARIA?
WE'VE NEVER
ENCOUNTERED
HIM BEFORE!

DON'T BE TOO CERTAIN,
ANGEL! THERE'S SOMETHING
ABOUT HIM THAT
MAKES ME SUSPECT HE
MAY BE ABLE TO CARRY
OUT HIS THREAT!

SO, LET HIM
ORATE AWAY,
CYCLOPS--WE'RE
DEFINITELY A
CAPTIVE
AUDIENCE!

EDITED IN ECSTASY BY
STAN LEE
WRITTEN IN RAPTURE BY
ROY THOMAS
DRAWN IN DELIGHT BY
WERNER ROTH
DELINEATED IN DEPTH BY
DICK AYERS
LETTERED IN A LAWN-CHAIR BY
ARTIE SIMEK



THAT SANGUINARY LITTLE SCENE SHOULD BRING ALL DELINQUENT MARVELITES UP TO DATE AS PAINLESSLY AS POSSIBLE, AND NOW, WE SWITCH TO THE PRESENT, AS...



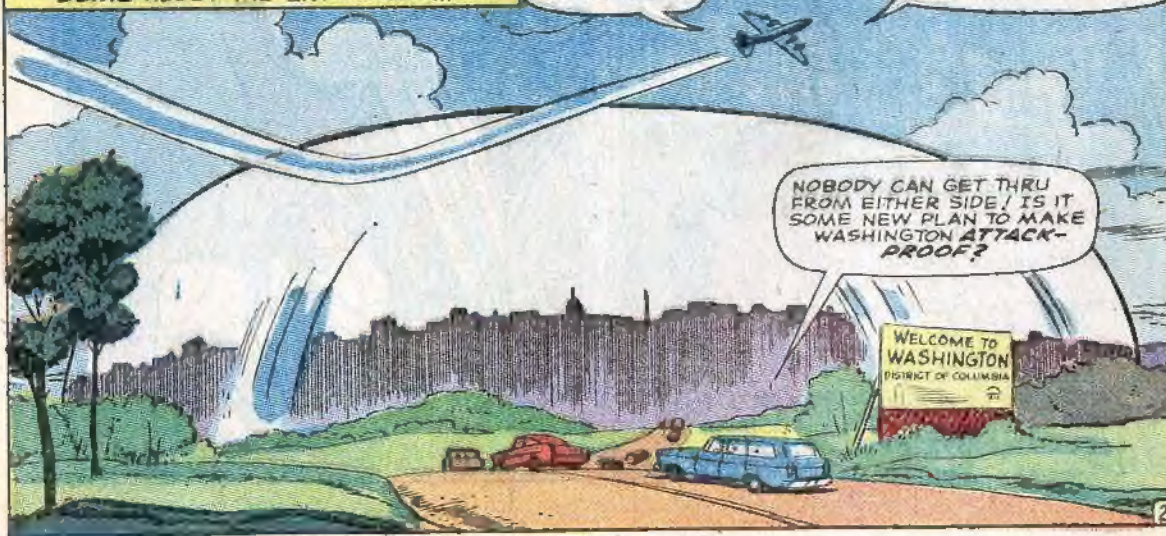
THEN, EVEN AS THE COUNT MANIPULATES THE CONTROLS OF HIS AWESOME INVENTION, THE CITIZENS OF WASHINGTON ARE SUDDENLY STARTLED TO BEHOLD...

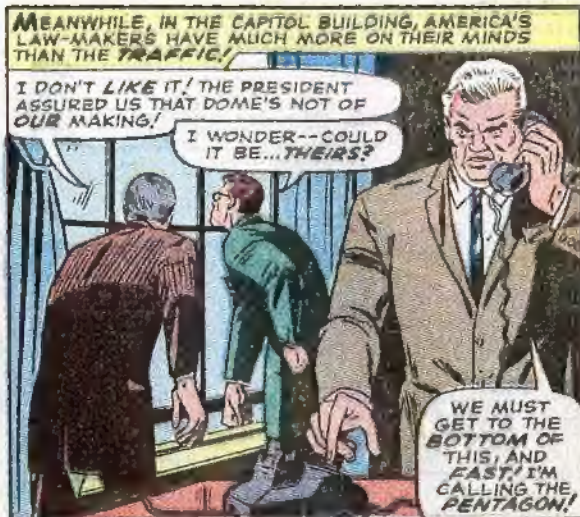
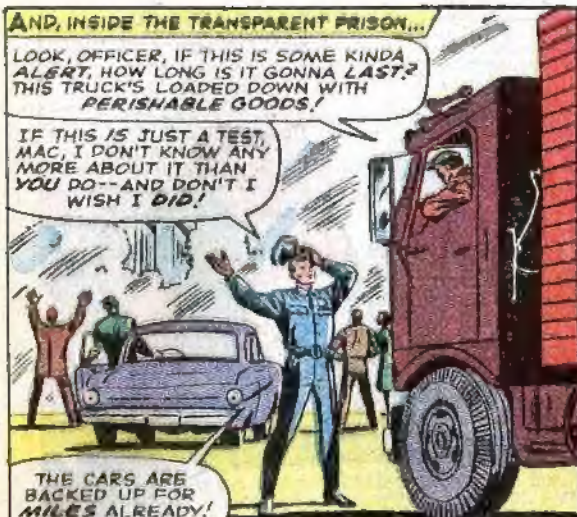


HOWEVER, THERE IS NO ANSWER EXCEPT SILENCE, AS THE LUMINESCENT FRAGMENTS COMBINE TO FORM A SOLID, ENCOMPASSING DOME ABOUT THE ENTIRE CITY...

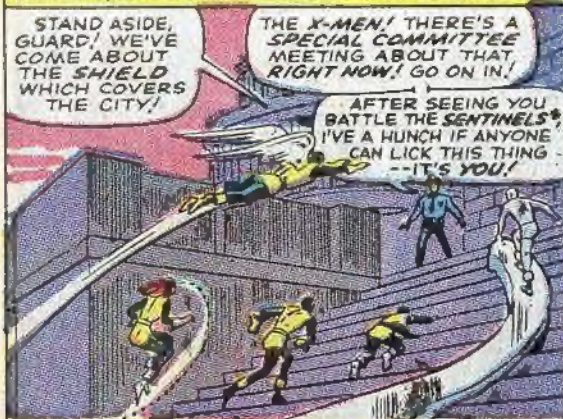
HOLY HANNAH! WHERE DID THAT THING COME FROM?

YOUR GUESS IS AS GOOD AS MINE! IT APPEARED JUST AS WE WERE GOING IN FOR A LANDING!





BARE SECONDS LATER, ON THE STEPS OF THE CAPITOL, A MOST UNUSUAL SCENE IS ENACTED...



AS RECOUNTED IN X-MEN #14-16, INCLUSIVE--REMEMBER?--SMILEY.



THEN--A MIND-STAGGERING ULTIMATUM!



CONTINUED AFTER NEXT PAGE

MORE MARVEL MASTERPIECES...



**NOW
ON SALE!**



THROW YOUR VOICE




Throw your voice into trunks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to Become a Ventriloquist." No. 137 — 25c

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JACK POT BANK



A Dime-operating Jack Pot Bank that works just like the one armed bandit in Las Vegas. Just deposit the dime and spin the handle. Reels spin and look like the real stuff. Dimes are removable. This game should not be used for gambling purposes, only for fun. No. 2050 — 1.00

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SURPRISE PACKAGE



Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. No. 678 — Only 50c

AMAZING MINIATURE RADIO



This tiny, feather weight radio operates without batteries, without tubes, but brings you years of listening pleasure. There's nothing to wear out, nothing to replace. No. 044 — \$2.98

SILENT DOG WHISTLE



This whistle can't be heard by human ears, but Rover can hear it half a mile away. Your dog will understand that this whistle is for him alone. Be amazed how quickly he responds. No. 701 — \$1.00

SEE BEHIND GLASSES



A specially treated pair of sunglasses with secret mirrors that enable you to see behind you without anyone knowing you're watching. Really comes in handy all times. No. 30 — 75c

TREASURE CHEST OF FUN


MONSTER SIZE MONSTERS



A full 6 foot tall in authentic full color and to very life-like you'll probably find yourself talking to them. We have these two all-time favorites — spine-chilling Frankenstein, and the mad vampire Oracula. No. F17 — 1.00


6 FT. TALL

WORMS



Drop these seemingly innocent pellets into a glass of water and magically a worm will appear. Can you imagine the look of horror on your victims face? It's harmless. No. 612 — 15c

ONION GUM



Yes—Looks like real chewing gum but tastes like... like ONIONS! Its too funny! 12 slices to a pack. No. 281 — 26c

MINIATURE SECRET CAMERA




Precision camera so small, it fits in cigarette pack. Weighs 2 1/2 ounces and takes 10 pictures per roll. Precision ground lens and time expose shutter. Can be hidden anywhere. Complete with free roll of film. No. 788 — \$1.00
6 Rolls Film 79c

WHOOPEE CUSHION



Place it on a chair under a cushion, then watch the fun when someone sits down! It gives forth embarrassing noises. Made of rubber, and inflatable. A scream at parties and gatherings. No. 247 — 50c

JOY BUZZER



The most popular joke novelty in years! Wind up and wear it like a ring. When you shake hands, it almost raises the victim off his feet with a "shocking sensation." Absolutely harmless. No. 239 — Only 50c

X-RAY SPECS



An Hilarious Optical Illusion \$1.00. Scientific optical principle really works. Imagine you put on the "X-Ray" Specs and hold your hand in front of you. You seem to be able to look right through the flesh and see the bones underneath. Look at your friend. Is that really his body you "see" under his clothes? Loads of laughs and fun at parties. No. F13 — \$1.00

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It bounces cockeyed, it curves, it dips, it's impossible to catch. It's sure to set all the kids on the block spinning after it. There's a barrel of fun in every bounce. No. 150 — 50c

TRICK BLACK SOAP



Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless. No. 375 — Only 25c

Secret Spy Scope



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BUT, WHY CAN'T THE FETTERED CRIMEFIGHTERS CONTACT THEIR LEADER TELEPATHICALLY? WE WERE HOPING YOU'D ASK--

I'M ALMOST GLAD MY X-MEN ARE HAVING A VACATION JUST NOW--

FOR, THIS NEW INVENTION I'M PERFECTING IS SO IMPORTANT I MUST GIVE IT MY UNDIVIDED ATTENTION!

THAT NOISE! OH, IT'S JUST THE TELEPHONE!

RING

I'VE MENTALLY SEALED OFF MY BRAIN, SO THAT WHILE I'M WORKING, EVEN THE X-MEN CAN'T CONTACT ME! BUT, I FORGOT ABOUT SUCH A MUNDANE THING AS A TELEPHONE!

HELLO, GENERAL! NO, AS A MATTER OF FACT, I HAVEN'T BEEN LISTENING TO THE RADIO!

WHAT? AN EMERGENCY-- REGARDING THE X-MEN? YES, OF COURSE I'LL MEET YOU THERE-- WITHIN THE HOUR!

THAT WAS GENERAL FREDRICKS-- WITH WHOM I WORKED AS CIVILIAN ADVISER WHEN WE DEFEATED THE SENTINELS!

HE SAYS THAT THE X-MEN ARE THREATENING THE NATION'S CAPITAL, AND HOPES THAT I CAN BE OF SOME ASSISTANCE IN COMBATTING THEM!

HIS STORY IS FANTASTIC-- BUT HE CAN'T BE LYING! I MUST CONTACT MY STUDENTS!

ATTENTION, X-MEN, WHEREVER YOU ARE! CONTACT ME AT ONCE! DO YOU READ ME?

NO ANSWER WITH MY FIRST TRY! THEY MUST BE SOME DISTANCE AWAY! BUT I WILL REACH THEM! I MUST!

MEANWHILE, IN NEFARIA'S HIDE-OUT NEAR WASHINGTON...

DON'T GIVE UP, MARVEL GIRL! I'VE GOT AN IDEA!

IF ONLY YOU COULD BYPASS THE METAL BAND ON MY HEAD AND OPEN MY VISOR SLIGHTLY, MY POWERFUL EYE BEAMS WOULD FREE US!

I-I'LL TRY, SCOTT! BUT, I'M SO WEAK!

YOU'VE GOT TO TRY, JEAN! THE FATE OF A CITY IS AT STAKE!

IT'S GIVING! I CAN MENTALLY FEEL THE VISOR OPENING, BUT--

THAT DID IT! YOU MANAGED TO PRY IT OPEN JUST ENOUGH SO THAT THE ENERGY BEAM FROM MY EYES FORCED IT!

I'LL TURN THE BEAM ON MY OWN BONDS, THEN FREE THE REST OF YOU!

DON'T TAKE TOO LONG, CYKE! I'M GETTING AWFULLY TIRED OF BEING THE POOR MAN'S PRISONER OF ZENDA!

NEXT, WITH GRIM RESOLUTE-
NESS, SCOTT SUMMERS SWIFTLY
FREES HIS FELLOW X-MEN...

THAT'S MORE LIKE IT! NOW,
LET'S TACKLE NEFARIA
AND THOSE
CREEPS WHO
CAPTURED
US!



WHAT COULD THE
COUNT HAVE MEANT
WHEN HE SAID
WE WOULD HAVE
TO JOIN HIM?

WE CAN'T BE
SURE, JEAN--

NOW COMES THE GOOD
PART! WAIT! I PUT THE ICE-
COLD KIBOSH ON THAT
SLIPPERY EEL!

WAIT, BOBBY! LISTEN,
ALL OF YOU-- WE'RE
BEING CONTACTED
MENTALLY BY THE
PROFESSOR! I HAD
A HUNCH HE'D
FIND US SOONER
OR LATER!

ATTENTION,
X-MEN! THIS
IS PROFESSOR
XAVIER! I HAVE
JUST PROBED
YOUR LOCATION
TELEPATHICALLY,
AND AM READY
WITH YOUR
INSTRUCTIONS--



FIRE WHEN
READY, SIR!
WE'RE ALL
EARS!

THAT'S FINE AND DANDY
WITH US, NEFARIA!

OUR ONLY
QUESTION
IS--WHAT'S
OUR
PERCENTAGE
OF THE
TAKE?

THE
X-MEN!
HOW--?



NEVER
MIND
THAT,
COUNT!
LET'S JUST
SAY WE
WISED UP,
AND LET
IT GO
AT THAT!

AFTER ALL,
AS YOU
SAID, THE
HUMANS
HATE US!
WHY
SHOULDN'T
WE GET
REVENGE
ON THEM
--AND MAKE
MONEY AT
THE SAME
TIME?!

A MOST SAGACIOUS
DECISION, MY
FRIENDS--

BUT, MY GUESS IS THAT HE'S IN THE PROCESS
OF FRAMING US FOR WHATEVER COLOSSAL
CRIME HE'S COMMITTING--FIGURING THAT,
AS OUTCASTS, WE WILL HAVE NO ONE TO TURN
BUT HIM!

HOLD STILL,
HANK, AND--
THERE!



MANY THANKS, LOQUACIOUS
LEADER! BUT, WHY
MUST THE LONG-
SUFFERING BEAST ALWAYS
BE LEFT TO LAST?

OH WELL--C'EST LA VIE,
AS THEY SAY!

AND SO IT IS THAT, A SHORT TIME LATER, AS THE
MALEVOLENT MASTER OF DREAMS ELATEDLY
OBSERVES A GIANT TELE-SCREEN...

THEY'VE DONE IT!
THEY'VE AGREED
TO MY TERMS!



THE SENATE HAS JUST
VOTED A SPECIAL
APPROPRIATION--TO
BE PICKED UP BY THE
X-MEN AT THE
EXPIRATION OF THE
THREE-HOUR PERIOD!

BUT, LET ME WARN
YOU OF ONE SMALL
DETAIL!

I HAVE DESIGNED
THE CRYSTALLINE
DOME IN SUCH A
WAY THAT ONLY I
CAN MANIPULATE
THE DIALS TO
DISSIPATE IT!

IF ANYONE
ELSE TRIES, HE
WILL BRING
TOTAL
ANNIHILATION
TO YOUR
CAPITAL!



REMEMBER
THAT--IN
CASE YOU
HARBOR ANY
FOOLISH
CONCEPTIONS
ABOUT
DECEIVING
ME!

THEN AFTER THE COUNT EXPLAINS
HIS SCHEME

IN THE TRUCK
IT WILL TAKE YOU TO A LOCATION
WHERE YOU CAN ENTER THE TUNNEL

REFRAG 50
CONFIDENTIAL NOPE
DOING

WENT TO THE
MILK
TRUCK IN THE
PLEBEIAN!

BUT, AS SOON AS THE X-MEN ARE
SENT AWAY

READY WITH
PLAN "C" -
COMMENCE--
NOW!

INSTANTLY FROM ANOTHER
PART OF THE PLANT'S
NORTH EAST CORNER HEAD-
QUARTERS A SECOND SMILE
DEPARTS A SECOND

AND PASSING
THE HILL
ON THE 11TH,
IT REACHED
ITS DESTINY BY
FALLING INTO
THE HANDS
OF THE
OVERSEAS
OF THE
DOME BEFORE
THE MEN
WENT

SO IT'S
AGREED WE
SHALL LIVE
IN A
NO MORE!

THAT FOOL HE HAS SENT IS
TO WATCH THE MEN TO BE
CERTAIN THAT THEY DO NOT
ATTEMPT ANY TRICKERY

EVEN HE DOES NOT SUSPECT
THAT HE HAS TENANTS
IN THE NEA MAGLIA -
THAT HE IS A
OURSELVES.

2. NEW T
 3. 5. 10. 15. 20. 25. 30. 35. 40. 45. 50. 55. 60. 65. 70. 75. 80. 85. 90. 95. 100. 105. 110. 115. 120. 125. 130. 135. 140. 145. 150. 155. 160. 165. 170. 175. 180. 185. 190. 195. 200. 205. 210. 215. 220. 225. 230. 235. 240. 245. 250. 255. 260. 265. 270. 275. 280. 285. 290. 295. 300. 305. 310. 315. 320. 325. 330. 335. 340. 345. 350. 355. 360. 365. 370. 375. 380. 385. 390. 395. 400. 405. 410. 415. 420. 425. 430. 435. 440. 445. 450. 455. 460. 465. 470. 475. 480. 485. 490. 495. 500. 505. 510. 515. 520. 525. 530. 535. 540. 545. 550. 555. 560. 565. 570. 575. 580. 585. 590. 595. 600. 605. 610. 615. 620. 625. 630. 635. 640. 645. 650. 655. 660. 665. 670. 675. 680. 685. 690. 695. 700. 705. 710. 715. 720. 725. 730. 735. 740. 745. 750. 755. 760. 765. 770. 775. 780. 785. 790. 795. 800. 805. 810. 815. 820. 825. 830. 835. 840. 845. 850. 855. 860. 865. 870. 875. 880. 885. 890. 895. 900. 905. 910. 915. 920. 925. 930. 935. 940. 945. 950. 955. 960. 965. 970. 975. 980. 985. 990. 995. 1000. 1005. 1010. 1015. 1020. 1025. 1030. 1035. 1040. 1045. 1050. 1055. 1060. 1065. 1070. 1075. 1080. 1085. 1090. 1095. 1100. 1105. 1110. 1115. 1120. 1125. 1130. 1135. 1140. 1145. 1150. 1155. 1160. 1165. 1170. 1175. 1180. 1185. 1190. 1195. 1200. 1205. 1210. 1215. 1220. 1225. 1230. 1235. 1240. 1245. 1250. 1255. 1260. 1265. 1270. 1275. 1280. 1285. 1290. 1295. 1300. 1305. 1310. 1315. 1320. 1325. 1330. 1335. 1340. 1345. 1350. 1355. 1360. 1365. 1370. 1375. 1380. 1385. 1390. 1395. 1400. 1405. 1410. 1415. 1420. 1425. 1430. 1435. 1440. 1445. 1450. 1455. 1460. 1465. 1470. 1475. 1480. 1485. 1490. 1495. 1500. 1505. 1510. 1515. 1520. 1525. 1530. 1535. 1540. 1545. 1550. 1555. 1560. 1565. 1570. 1575. 1580. 1585. 1590. 1595. 1600. 1605. 1610. 1615. 1620. 1625. 1630. 1635. 1640. 1645. 1650. 1655. 1660. 1665. 1670. 1675. 1680. 1685. 1690. 1695. 1700. 1705. 1710. 1715. 1720. 1725. 1730. 1735. 1740. 1745. 1750. 1755. 1760. 1765. 1770. 1775. 1780. 1785. 1790. 1795. 1800. 1805. 1810. 1815. 1820. 1825. 1830. 1835. 1840. 1845. 1850. 1855. 1860. 1865. 1870. 1875. 1880. 1885. 1890. 1895. 1900. 1905. 1910. 1915. 1920. 1925. 1930. 1935. 1940. 1945. 1950. 1955. 1960. 1965. 1970. 1975. 1980. 1985. 1990. 1995. 2000. 2005. 2010. 2015. 2020. 2025. 2030. 2035. 2040. 2045. 2050. 2055. 2060. 2065. 2070. 2075. 2080. 2085. 2090. 2095. 2100. 2105. 2110. 2115. 2120. 2125. 2130. 2135. 2140. 2145. 2150. 2155. 2160. 2165. 2170. 2175. 2180. 2185. 2190. 2195. 2200. 2205. 2210. 2215. 2220. 2225. 2230. 2235. 2240. 2245. 2250. 2255. 2260. 2265. 2270. 2275. 2280. 2285. 2290. 2295. 2300. 2305. 2310. 2315. 2320. 2325. 2330. 2335. 2340. 2345. 2350. 2355. 2360. 2365. 2370. 2375. 2380. 2385. 2390. 2395. 2400. 2405. 2410. 2415. 2420. 2425. 2430. 2435. 2440. 2445. 2450. 2455. 2460. 2465. 2470. 2475. 2480. 2485. 2490. 2495. 2500. 2505. 2510. 2515. 2520. 2525. 2530. 2535. 2540. 2545. 2550. 2555. 2560. 2565. 2570. 2575. 2580. 2585. 2590. 2595. 2600. 2605. 2610. 2615. 2620. 2625. 2630. 2635. 2640. 2645. 2650. 2655. 2660. 2665. 2670. 2675. 2680. 2685. 2690. 2695. 2700. 2705. 2710. 2715. 2720. 2725. 2730. 2735. 2740. 2745. 2750. 2755. 2760. 2765. 2770. 2775. 2780. 2785. 2790. 2795. 2800. 2805. 2810. 2815. 2820. 2825. 2830. 2835. 2840. 2845. 2850. 2855. 2860. 2865. 2870. 2875. 2880. 2885. 2890. 2895. 2900. 2905. 2910. 2915. 2920. 2925. 2930. 2935. 2940. 2945. 2950. 2955. 2960. 2965. 2970. 2975. 2980. 2985. 2990. 2995. 3000. 3005. 3010. 3015. 3020. 3025. 3030. 3035. 3040. 3045. 3050. 3055. 3060. 3065. 3070. 3075. 3080. 3085. 3090. 3095. 3100. 3105. 3110. 3115. 3120. 3125. 3130. 3135. 3140. 3145. 3150. 3155. 3160. 3165. 3170. 3175. 3180. 3185. 3190. 3195. 3200. 3205. 3210. 3215. 3220. 3225. 3230. 3235. 3240. 3245. 3250. 3255. 3260. 3265. 3270. 3275. 3280. 3285. 3290. 3295. 3300. 3305. 3310. 3315. 3320. 3325. 3330. 3335. 3340. 3345. 3350. 3355. 3360. 3365. 3370. 3375. 3380. 3385. 3390. 3395. 3400. 3405. 3410. 3415. 3420. 3425. 3430. 3435. 3440. 3445. 3450. 3455. 3460. 3465. 3470. 3475. 3480. 3485. 3490. 3495. 3500. 3505. 3510. 3515. 3520. 3525. 3530. 3535. 3540. 3545. 3550. 3555. 3560. 3565. 3570. 3575. 3580. 35

DO NOT RE-
FAST TO ORDER
US AROUND
IN ORDER
REMEMBER YOU
ARE ON YOUR
PROVISIONAL
LEADER

ANTHONY STEALS
THE TOY TRAIN,
FATHERS PLAN
RAILS--

THE US
10

MEANWH E J ST QUET H NOS REALLY COMPATER
PROFESSOR A ARRIVEN J ST Q S DE WASH N TON

I AM THE ONLY ONE
 WHO CAN BE
 MYSELF
 I CAN
 BE MYSELF

ARE YOU
CERTAIN
AT THE
MOMENT
YOU WOULD
GIVE ME
A
FRAMING
THEM?

FRAMING THEM? THE DA
REACTED IN A
WAVE OF ANGER
THEY HAD TO
AFTER THE
A. AND DEMANDED
HE BANG
OR ELSE

[illegible]

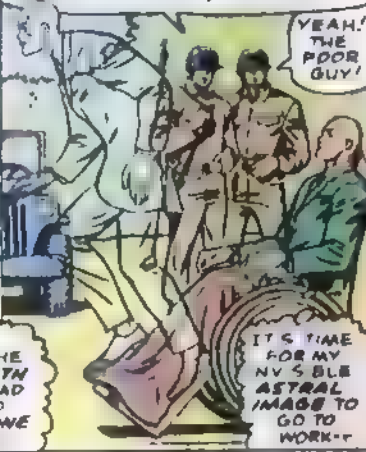
COME THINKING ON THE
MATTER -

ALL RIGHT--BUT YOU'D BETTER THINK **FAST!** IF THOSE MUTANTS CAN SEIZE THE NATON'S CAPITAL, THEN NO PLACE ON **EARTH** IS SAFE FROM THEM!



I HATED TO DISAPPOINT THE GENERAL'S FAITH IN ME, BUT I HAD TO GET HIM TO LEAVE ME ALONE FOR A WHILE

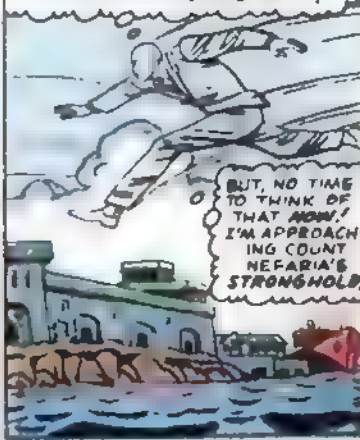
LOOK AT THAT, BILL! OUR "MUTANT EXPERT" HAS GONE TO **SLEEP!** TOO MUCH EXCITEMENT, I GUESS!



YEAH! THE POOR GUY!

IT'S TIME FOR MY NEW **ASTRAL** IMAGE TO GO TO WORK--

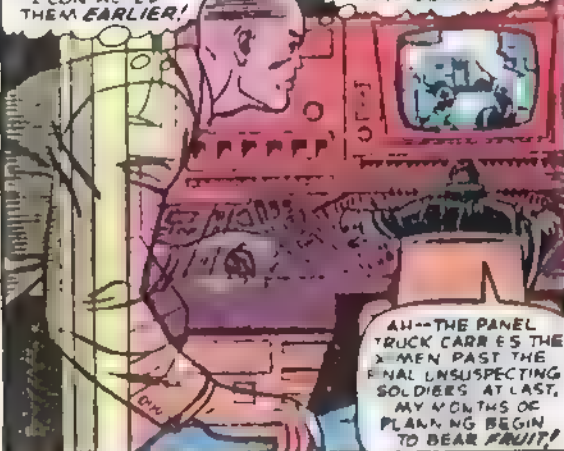
IT IS ONLY IN THIS FORM, IN WHICH I HAVE NO SOLID SUBSTANCE, THAT I CAN KNOW ANYTHING LIKE THE THRILL OF WALKING AGAIN!



BUT, NO TIME TO THINK OF THAT NOW! I'M APPROACHING COUNT NEFARIA'S **STRONGHOLD!**

THOUGH THE X-MEN ARE NO LONGER HERE, THEIR **EMANATIONS** REMAIN, SO I KNOW THAT THIS IS THE PLACE WHERE I CONTACTED THEM **EARLIER!**

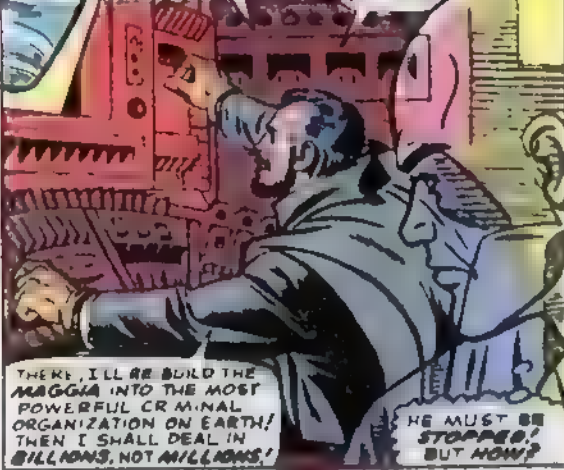
AND THAT MUST BE NEFARIA HIMSELF! I CANNOT PHYSICALLY ACT WHILE I AM IN MY **ASTRAL** BODY, BUT I CAN OBSERVE-- AND LEARN!



AH--THE PANEL TRUCK CARRIES THE X-MEN PAST THE FINAL UNSUSPECTING SOLDIERS. AT LAST, MY MONTHS OF PLANNING BEGIN TO BEAR **FRUIT!**

NOW, TO CREATE A MOMENTARY **OPENING** IN THE DOME, THRU WHICH THE MUTANTS CAN PASS TO COLLECT THE **RANSOM!**

WITH THE MONEY, I SHALL RETURN TO MY CASTLE IN **CENTRAL EUROPE!**

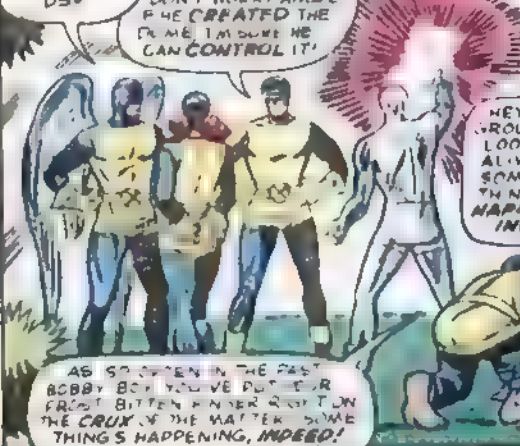


THERE, I'LL REBUILD THE **MAGGIA** INTO THE MOST POWERFUL CRIMINAL ORGANIZATION ON **EARTH!** THEN I SHALL DEAL IN **BILLIONS**, NOT **MILLIONS!**

HE MUST BE **STOPPED!** BUT HOW?

BUT, AS PROFESSOR X PONDER'S THIS PERPLEXING PROBLEM, WE KNOW HOW EAGER YOU ARE TO GET BACK TO OUR HARASSED HEROES, AND SO...

WELL, HERE WE ARE--BUT WHERE'S THE **ENTRANCE** TO THE DOME THAT NEFARIA PROMISED US?



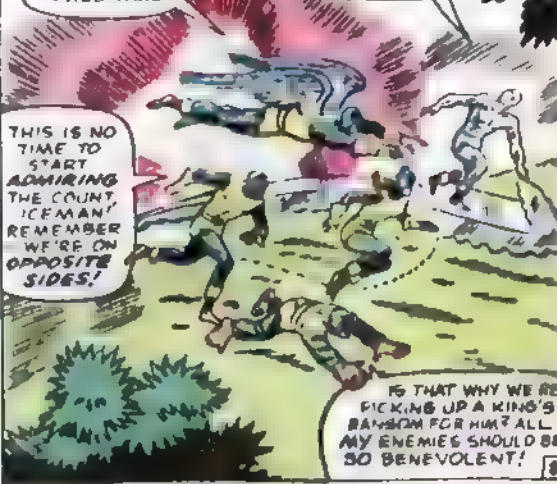
DON'T WORRY ANGEL! HE CREATED THE DOME, I'M SURE HE CAN **CONTROL** IT!

HEY, GROUP! LOOK! ALIVE! SOMETHING'S **HAPPENING!**

AS SO OFTEN IN THE PAST, BOBBY BOY YOU'VE PUT OUR FRONT BITTEN KNEE RIGHT ON THE **CRUX** OF THE MATTER. SOME THING'S HAPPENING, **INDEED!**

A SMALL **HOLE** SUDDENLY APPEARED-- JUST BIG ENOUGH FOR ALL OF US TO PASS **THRU!**

AND NOW IT'S CLOSING **BEHIND** US! YOU GOTTA ADMIT--THIS NEFARIA COOKIE REALLY KNOWS HIS **STUFF!**



THIS IS NO TIME TO START **ADMIRING** THE COUNT 'ICE MAN!' REMEMBER WE'RE ON **OPPOSITE SIDES!**

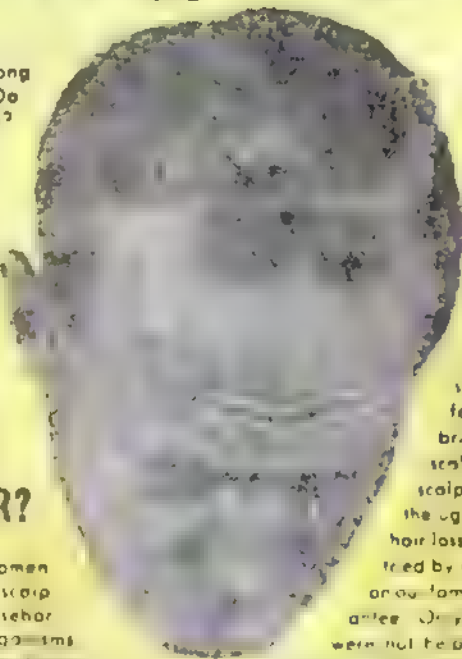
IS THAT WHY WE'RE PICKING UP A KING'S **RANSOM** FOR MUT? ALL MY ENEMIES SHOULD BE SO **BENEVOLENT!**

CONTINUED AFTER NEXT PAGE

IS YOUR HAIR GROWING OR GOING?

Stand in front of a mirror. Take a long hard look at the top of your head. Do you have as much hair as one year ago? Do you see any new hair growth?

If your answer is no, it is important that you take steps today to save the hair you now have. If you act now you may be able to reverse the trend on your head. You may be able to grow new hair faster than it is falling out. Doesn't that make sense to you? Wouldn't you like to look in the mirror a year from now and see more hair on your head than you see now? Why lose your hair if you don't have to?



CAN YOU SAVE YOUR HAIR?

Every year thousands of men and women go bald - needless y because of a scalp infection. This scalp infection is called seborrhea. Doctors say that three germ organisms cause seborrhea: staphylococcus, trichophyton and microsporum. These germs attack the sebaceous glands and the hair follicles themselves. If not checked, permanent damage is done. The hair follicles atrophy, lose the ability to produce new hairs. The result: premature baldness.

You can easily tell if you are a victim of seborrhea. If you have itchy scalp, dandruff, hair loss, very dry or oily scalp, the chances are that you have seborrhea. Neglect these symptoms and you will be in badness.

Treat your scalp to Ward's Formula. This amazing scalp medicine quickly controls seborrhea and stops the hair loss it causes.

Here's the Proof

I had said I didn't have much on me but I hadn't even thought one week before I'd see it was hanging me by the hair getting thicker

I Close and Open

Out of it the Mass Experts I want
to import the mass bag from
one bottle of three 5-10-10
C. L. M. Philadelphia Pa

[Faint musical notation]

[illegible]

Male pattern baldness is the cause of the great majority of cases of baldness and excessive hair loss for which neither the Word treatment nor any other treatment is effective.

**DOUBLE MONEY
BACK GUARANTEE**

In seconds, Ward's Formula kills the three parasitic germ organisms retarding normal hair growth. This swift germicidal action has been proven in scientific tests by a world famous testing laboratory. Copy of laboratory report sent on request. Ward's removes infectious dandruff, stops itching, brings hair nourishing blood to the scalp, tends to normalize greasy scalp. In brief, Ward's Formula cures the ugly symptoms of the other dandruff treatments it causes. Ward's Formula has been tried by more than 350,000 men and women on our famous Double Your Money Back Guarantee. Only 1 1/2% of these men and women would be helped by Ward's Formula for their scalp. This is truly an amazing performance.

Why not are the men and women who have successfully ended their troubles? Treat your scalp with Ward's Formula. Try it at once! In only 10 days you must see and feel the marked improvement in your scalp and hair. Your dandruff must be gone. Your scalp itch must stop. Your hair must look three times more attractive and give You excessive hair loss must stop. You must be completely satisfied in only 10 days with the improved condition of your scalp and hair, or simply return the unused portion for Double Your Money Back. So why delay? Delay may cost you hair.

$\mu_1 = 1.6$, $\mu_2 = 1.4$, $\mu_3 = 1.2$, $\mu_4 = 1.0$, $\mu_5 = 0.8$, $\mu_6 = 0.6$, $\mu_7 = 0.4$, $\mu_8 = 0.2$, $\mu_9 = 0.1$, $\mu_{10} = 0.05$, $\mu_{11} = 0.02$, $\mu_{12} = 0.01$, $\mu_{13} = 0.005$, $\mu_{14} = 0.002$, $\mu_{15} = 0.001$, $\mu_{16} = 0.0005$, $\mu_{17} = 0.0002$, $\mu_{18} = 0.0001$, $\mu_{19} = 0.00005$, $\mu_{20} = 0.00002$, $\mu_{21} = 0.00001$, $\mu_{22} = 0.000005$, $\mu_{23} = 0.000002$, $\mu_{24} = 0.000001$, $\mu_{25} = 0.0000005$, $\mu_{26} = 0.0000002$, $\mu_{27} = 0.0000001$, $\mu_{28} = 0.00000005$, $\mu_{29} = 0.00000002$, $\mu_{30} = 0.00000001$, $\mu_{31} = 0.000000005$, $\mu_{32} = 0.000000002$, $\mu_{33} = 0.000000001$, $\mu_{34} = 0.0000000005$, $\mu_{35} = 0.0000000002$, $\mu_{36} = 0.0000000001$, $\mu_{37} = 0.00000000005$, $\mu_{38} = 0.00000000002$, $\mu_{39} = 0.00000000001$, $\mu_{40} = 0.000000000005$, $\mu_{41} = 0.000000000002$, $\mu_{42} = 0.000000000001$, $\mu_{43} = 0.0000000000005$, $\mu_{44} = 0.0000000000002$, $\mu_{45} = 0.0000000000001$, $\mu_{46} = 0.00000000000005$, $\mu_{47} = 0.00000000000002$, $\mu_{48} = 0.00000000000001$, $\mu_{49} = 0.000000000000005$, $\mu_{50} = 0.000000000000002$, $\mu_{51} = 0.000000000000001$, $\mu_{52} = 0.0000000000000005$, $\mu_{53} = 0.0000000000000002$, $\mu_{54} = 0.0000000000000001$, $\mu_{55} = 0.00000000000000005$, $\mu_{56} = 0.00000000000000002$, $\mu_{57} = 0.00000000000000001$, $\mu_{58} = 0.000000000000000005$, $\mu_{59} = 0.000000000000000002$, $\mu_{60} = 0.000000000000000001$, $\mu_{61} = 0.0000000000000000005$, $\mu_{62} = 0.0000000000000000002$, $\mu_{63} = 0.0000000000000000001$, $\mu_{64} = 0.00000000000000000005$, $\mu_{65} = 0.00000000000000000002$, $\mu_{66} = 0.00000000000000000001$, $\mu_{67} = 0.000000000000000000005$, $\mu_{68} = 0.000000000000000000002$, $\mu_{69} = 0.000000000000000000001$, $\mu_{70} = 0.0000000000000000000005$, $\mu_{71} = 0.0000000000000000000002$, $\mu_{72} = 0.0000000000000000000001$, $\mu_{73} = 0.00000000000000000000005$, $\mu_{74} = 0.00000000000000000000002$, $\mu_{75} = 0.00000000000000000000001$, $\mu_{76} = 0.000000000000000000000005$, $\mu_{77} = 0.000000000000000000000002$, $\mu_{78} = 0.000000000000000000000001$, $\mu_{79} = 0.0000000000000000000000005$, $\mu_{80} = 0.0000000000000000000000002$, $\mu_{81} = 0.0000000000000000000000001$, $\mu_{82} = 0.00000000000000000000000005$, $\mu_{83} = 0.00000000000000000000000002$, $\mu_{84} = 0.00000000000000000000000001$, $\mu_{85} = 0.000000000000000000000000005$, $\mu_{86} = 0.000000000000000000000000002$, $\mu_{87} = 0.000000000000000000000000001$, $\mu_{88} = 0.0000000000000000000000000005$, $\mu_{89} = 0.0000000000000000000000000002$, $\mu_{90} = 0.0000000000000000000000000001$, $\mu_{91} = 0.00000000000000000000000000005$, $\mu_{92} = 0.00000000000000000000000000002$, $\mu_{93} = 0.00000000000000000000000000001$, $\mu_{94} = 0.000000000000000000000000000005$, $\mu_{95} = 0.000000000000000000000000000002$, $\mu_{96} = 0.000000000000000000000000000001$, $\mu_{97} = 0.0000000000000000000000000000005$, $\mu_{98} = 0.0000000000000000000000000000002$, $\mu_{99} = 0.0000000000000000000000000000001$, $\mu_{100} = 0.00000000000000000000000000000005$, $\mu_{101} = 0.00000000000000000000000000000002$, $\mu_{102} = 0.00000000000000000000000000000001$, $\mu_{103} = 0.000000000000000000000000000000005$, $\mu_{104} = 0.000000000000000000000000000000002$, $\mu_{105} = 0.000000000000000000000000000000001$, $\mu_{106} = 0.0000000000000000000000000000000005$, $\mu_{107} = 0.0000000000000000000000000000000002$, $\mu_{108} = 0.0000000000000000000000000000000001$, $\mu_{109} = 0.00000000000000000000000000000000005$, $\mu_{110} = 0.00000000000000000000000000000000002$, $\mu_{111} = 0.00000000000000000000000000000000001$, $\mu_{112} = 0.000000000000000000000000000000000005$, $\mu_{113} = 0.000000000000000000000000000000000002$, $\mu_{114} = 0.000000000000000000000000000000000001$, $\mu_{115} = 0.0000000000000000000000000000000000005$, $\mu_{116} = 0.0000000000000000000000000000000000002$, $\mu_{117} = 0.0000000000000000000000000000000000001$, $\mu_{118} = 0.00000000000000000000000000000000000005$, $\mu_{119} = 0.00000000000000000000000000000000000002$, $\mu_{120} = 0.00000000000000000000000000000000000001$, $\mu_{121} = 0.000000000000000000000000000000000000005$, μ_{1

Doctors and hospitals can obtain professional samples of Ward's Formula on written request.

H H Word & Co., Inc. Dept. 600,
19 West 44 Street, New York 36, N. Y.

Each Word 1 formula is made up of 1 must be completely installed in 30, 30 days or the GILBART'S value of \$10.00 will be MONEY BACK upon return of bottle and unused portion.

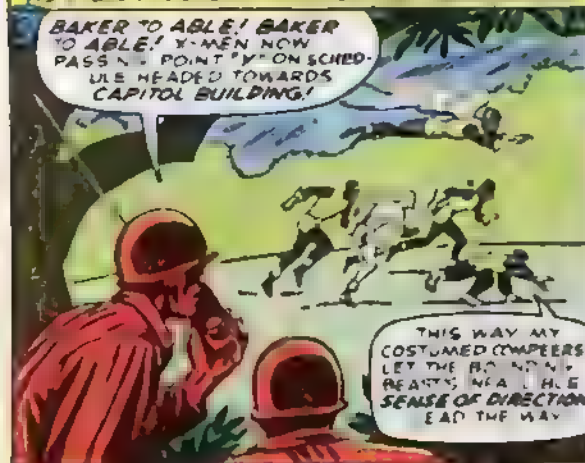
Name _____
Address _____
City _____ Zone _____ State _____

Enclosed find \$2 and postpaid (check cash money order)
Send 1 (1) 100 per position \$2 plus 76 cents in postal
rate for the 76 cents by enclosing \$31

Send 1 per size to \$3 You have \$

DOUBLE MONEY BACK GUARANTEE

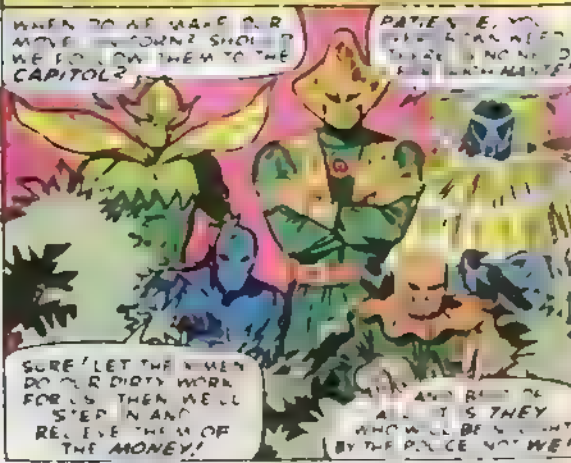
AS THE RELUCTANT RENEGADES RACE THRU THE
STREETS OF THE CITY, THEY PAY NO ATTENTION ON
AS THEIR PROGRESS IS CAREFULLY MONITORED



BAKER TO ABLE! BAKER
TO ABLE! Y-MEN NOW
PASSING POINT Y ON SCHED-
ULE HEADED TOWARDS
CAPITOL BUILDING!

THIS WAY MY
COSTUMED COMPEERS
LET THE ROAD
REACTS NEARLY
SENSE OF DIRECTION
LEAD THE WAY

THEY WOULD BE CONSIDERABLY MORE PREY NOW-
EVER IF THEY KNEW OF THE MORE SINISTER PARS
OF EYES THAT GAZE DOWN FROM THE SKY



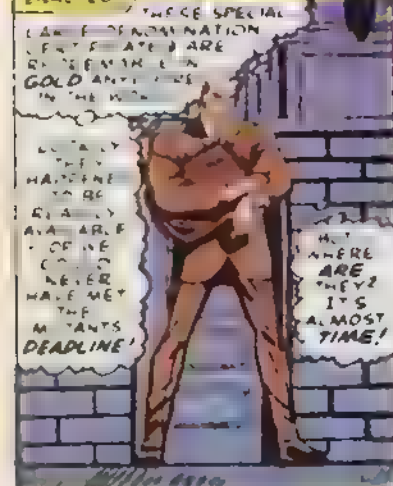
WHEN DO WE MAKE OUR
MOVE? SHOULD WE
FOLLOW THEM TO THE
CAPITOL?

DATE'S E. YOU
WILL BE A WIFE
TO THE KING
FOR THE NIGHT

SURE! LET THE Y-MEN
DO OUR DIRTY WORK
FOR US THEN WE'LL
STEP IN AND
RECEIVE THEM OF
THE MONEY!

AND BE THE
ALL IT'S THEY
WHICH WILL BE
BY THE POLICE NOT WE!

A FEW BRIEF MINUTES LATER ON
THE STEPS OF THE BUILDING IN
WITH AMERICAN LAWS ARE
ENACTED



THESE SPECIAL
LAW ENFORCEMENT
OFFICERS ARE
GOLDEN IN THE
GOLDEN AGE

WHY
HAPPEN
TO BE
AVAILABLE
COULD
NEVER
MEET
THE
DEADLINE!

WHERE
ARE
THEY?
IT'S
ALMOST
TIME!

THE NEXT INSTANT



VERY
LATE
CONGRESS-
MAN
STRATEGIC
CONFERENCING
KNOW

WHAT-?
THE
ANGEL!

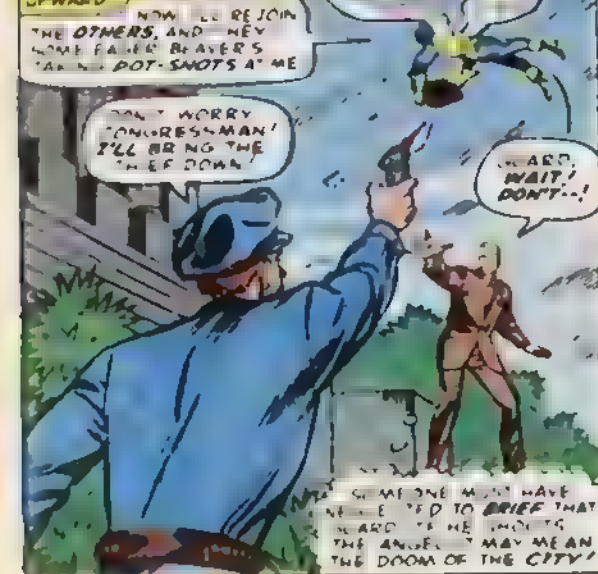
I'LL JUST
RELY ON
THE
LITTLE
BRIEFING
AND
MY
OWN
HAND!



NO NEED TO FLY AN
EVASION COURSE
THE PART OF THE
JOB'S A BREEZE!

THE
US--
FORCED
TO
RANDOM
THE
OWN
CAPITAL!

THEN AS THE HIGH-FLYING ANGEL STREAKS
UPWARD



NOW WE REJOIN
THE OTHERS, AND THEY
WOMEN FATHER BLAYERS
TAKING DOT-SNOTS AT ME

DON'T WORRY
CONGRESSMAN!
I'LL BRING THE
THIEF DOWN

WARD,
WAIT!
DON'T!!

GIVE ME ONE MORE
NEED TO BRIEF THAT
WARD? HE THINKS
THE ANGEL MAY MEAN
THE DOOM OF THE CITY!

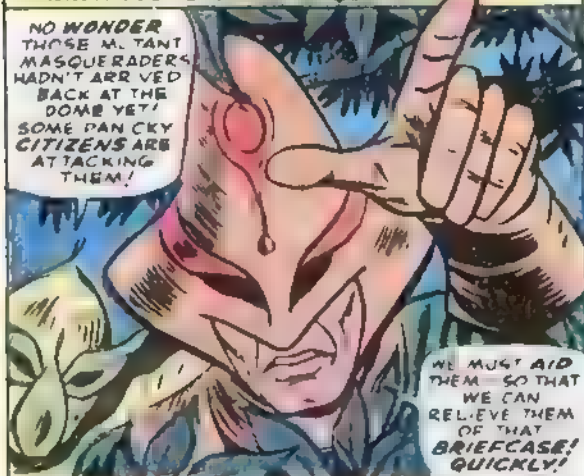
SORRY PAL, BUT I'M
AFRAID I WONNA
HAVE TO PUT YOUR
TRIGGER-FINGER
IN THE
COMMISSION
FOR A LITTLE
WHILE!



MY GUN HAND
IT'S ENLARGED
ON ICE!

YOU WIN
THE CIGAR
CHUM AND
AREN'T YOU
LUCKY I'M
NOT THE
HUMAN
TORCH!

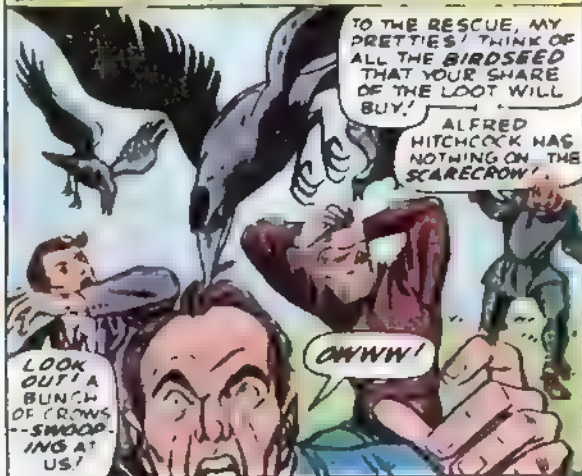
BUT, EXACTLY TEN SECONDS LATER HELP ARRIVES
--FROM A MOST UNEXPECTED QUARTER!



NO WONDER
THOSE MIGHTY
MASQUERADERS
HADN'T ARRIVED
BACK AT THE
DOME YET!
SOME PANICKY
CITIZENS ARE
ATTACKING
THEM!

WE MUST AID
THEM--SO THAT
WE CAN
RELIEVE THEM
OF THAT
BRIEFCASE!
QUICKLY!

AND SO, EACH OF THE COSTUMED CRIMINALS
LEADS A HAND--IN HIS OWN COLORFUL WAY!



TO THE RESCUE, MY
PRETTIES! THINK OF
ALL THE BIRDSEED
THAT YOUR SHARE
OF THE LOOT WILL
BUY!

ALFRED
HITCHCOCK HAS
NOTHING ON THE
SCARECROW!

OWWW!

LOOK
OUT! A
BUNCH
OF CROWS
--SWOOP-
ING AT
US!



VERY CLEVER
MY STRAW-
STUFFED
ASSOCIATE

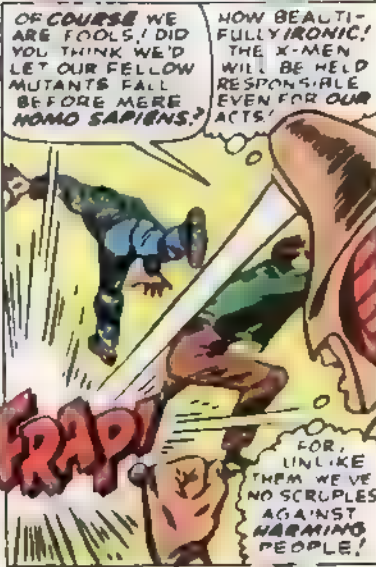
BUT THE PORCUPINE
HAS EVEN MORE
EFFECTIVE WAYS
OF DEALING WITH
INTRUDERS!

SAAAA--
TEAR
GAS!



YOU'RE BOTH BEING
TOO GENTLE WITH
THEM! LET THE
EEL SHOW YOU
HOW IT'S
DONE!

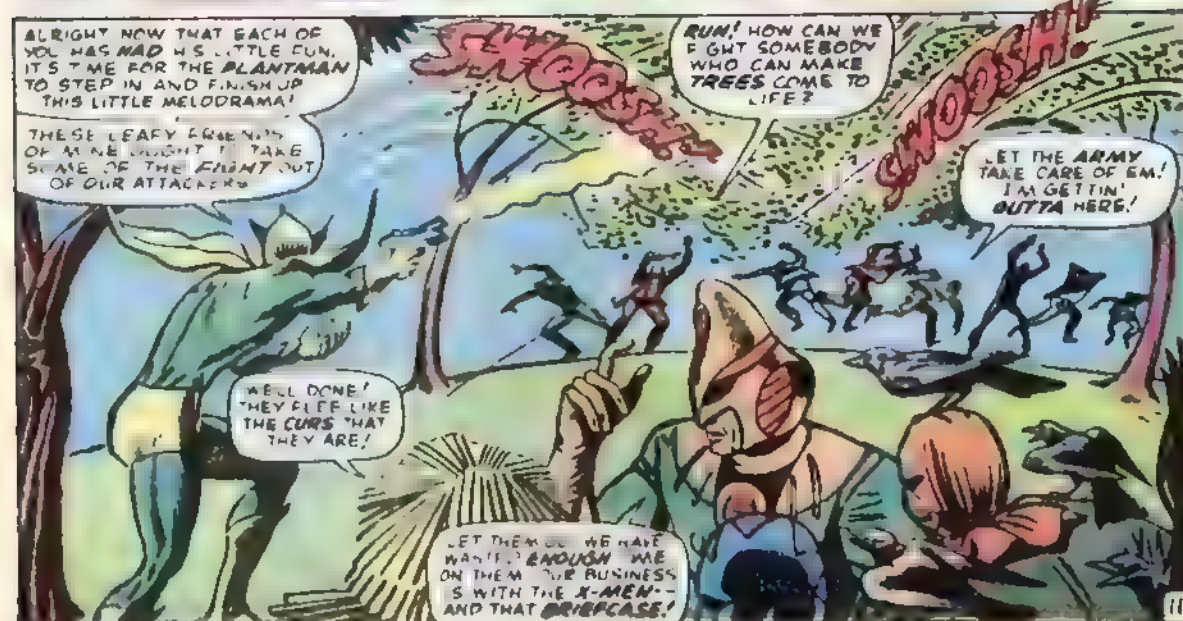
TYPE-
E ELECTRICAL
BLASTS!
ARE THEY
A BUNCH
OF MUTANTS,
TOO?



OF COURSE WE
ARE FOOLS! DID
YOU THINK WE'D
LET OUR FELLOW
MUTANTS FALL
BEFORE HERE
HOMO SAPIENS?

HOW BEAUTI-
FULLY IRONIC!
THE X-MEN
WILL BE HELD
RESPONSIBLE
EVEN FOR OUR
ACTS!

FOR,
UNLIKE
THEM, WE'VE
NO SCRUPLES
AGAINST
HARMING
PEOPLE!



ALRIGHT NOW THAT EACH OF
YOU HAS HAD HIS LITTLE FUN,
IT'S TIME FOR THE PLANTMAN
TO STEP IN AND FINISH UP
THIS LITTLE MELODRAMA!

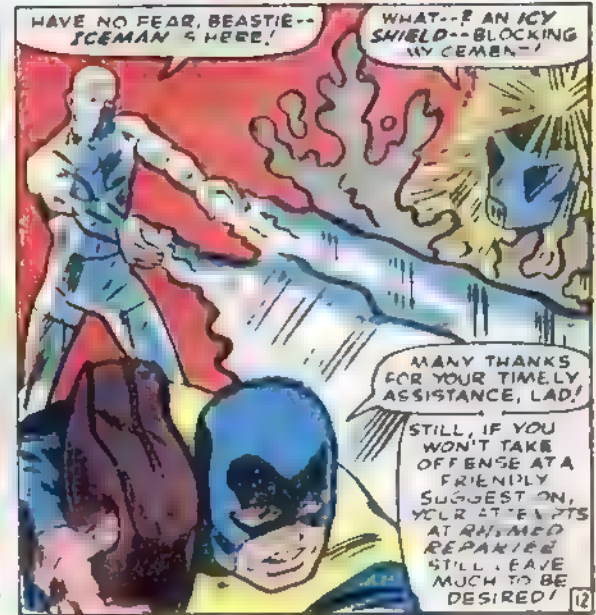
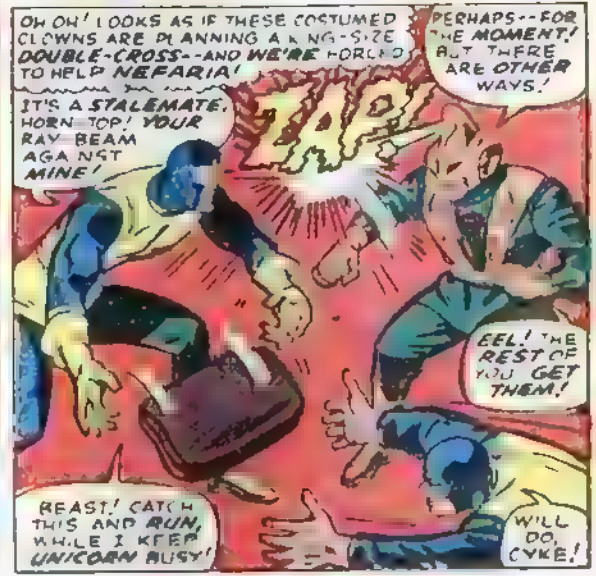
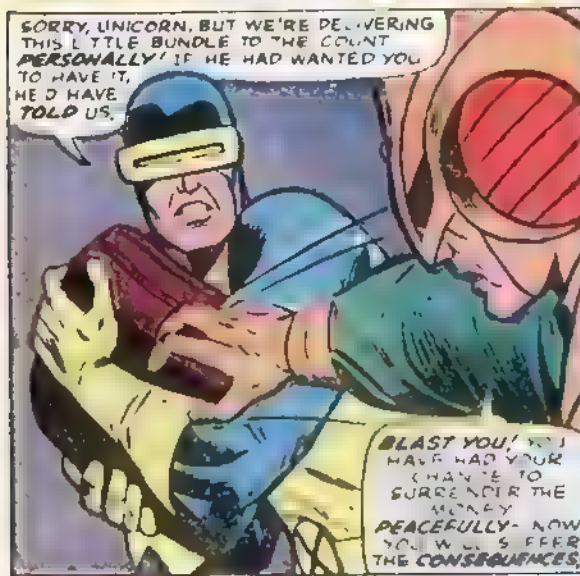
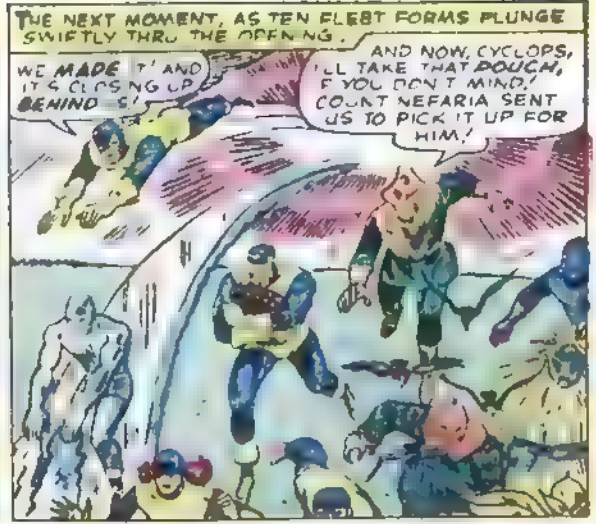
THESE LEAFY FRIENDS
OF MINEUGHT I TAKE
SOME OF THE FIGHT OUT
OF OUR ATTACKERS

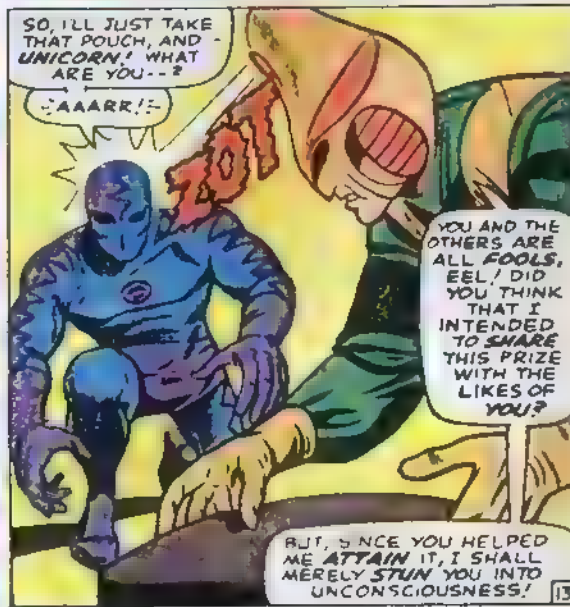
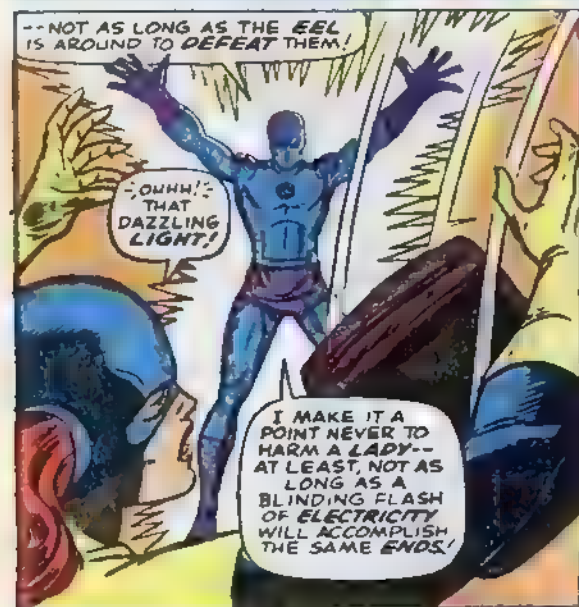
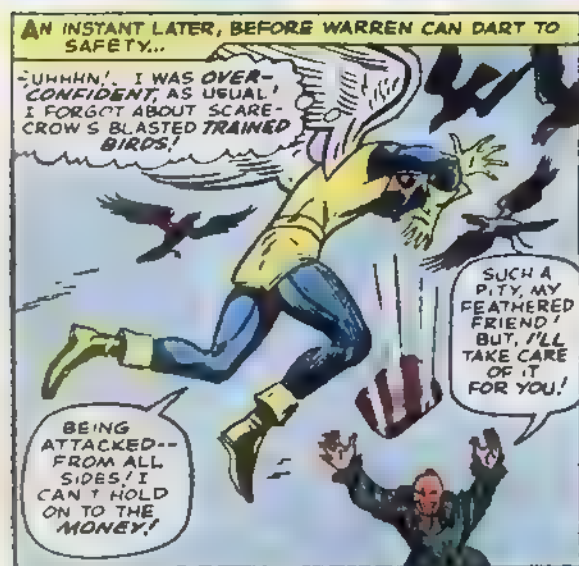
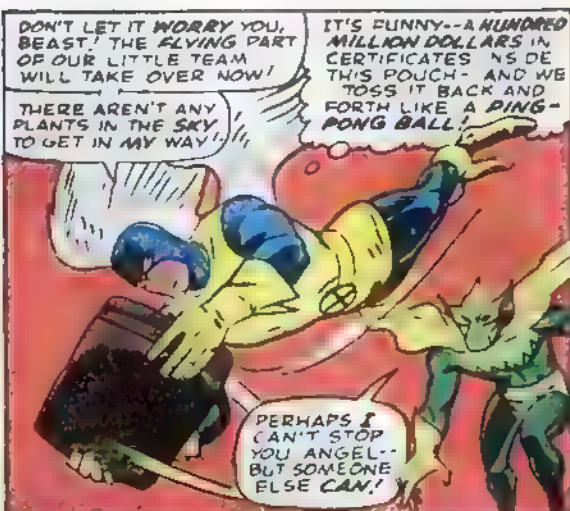
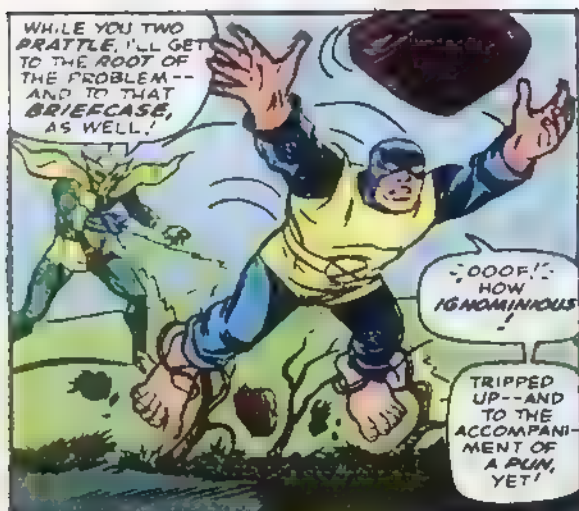
WELL DONE!
THEY FLEE LIKE
THE CURS THAT
THEY ARE!

LET THEM GO. WE HAVE
WANTED ENOUGH WOE
ON THEM. THE BUSINESS
IS WITH THE X-MEN--
AND THAT BRIEFCASE!

RUN! HOW CAN WE
FIGHT SOMEBODY
WHO CAN MAKE
TREES COME TO
LIFE?

LET THE ARMY
TAKE CARE OF EM!
I'M GETTIN'
OUTTA HERE!





CONTINUED AFTER NEXT PAGE

Strange Coins

and Valuable
COIN Catalog

ALL YOURS FOR ONLY 10¢



SEND NOW for this fascinating packet of odd and curious coins and paper money — your exciting introduction to a fast growing hobby! and ALSO get, without extra charge, valuable illustrated coin catalog with lists of rare coins, strange paper money, helpful coin-collecting supplies.

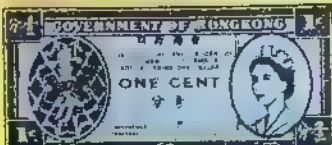
The curious coins you receive on this exciting offer include a 12-sided collector's item from Cyprus with different dates front and back — Guatemala Quetzal Bird coin picturing this rare 'god of the air' that cannot live in captivity — Somali Giant Elephant coin — Ethiopian Lion of Judah coin, with Queen of Sheba descendant Emperor Haile Selassie pictured on back, etc.

Join the Fun Right Away!

Get your valuable catalog and complete packet of coins and money now — with other interesting offers on approval! Mail coupon now, with only 10¢ to help cover shipping, to

LITTLETON COIN CO., DEPT. 8-MK
Littleton, New Hampshire 03561

ALSO YOURS while supply lasts



HONG KONG
Paper Money —
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MAIL TODAY FOR CATALOG, STRANGE COINS AND MONEY

LITTLETON COIN CO., Dept. 8-MK
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Please rush me valuable coin catalog plus packet of strange coins and money including my Hong Kong banknote & 1¢ for prompt action — and interesting offers on approval. Enclosed is 10¢ to help cover shipping.

Name..... (Please print plainly)

Address.....

City..... Zone..... State.....

FACTORIES ARE TURNING OUT MILLIONS OF APPLIANCES DAILY WHO WILL REPAIR THEM?

START YOUR OWN BUSINESS!

ELECTRICAL APPLIANCE REPAIRING



EARN WHILE YOU LEARN — Since 1935 Christy Trades School has been teaching the profitable Appliance Repair business. You learn by working with your hands. Your Christy Tester locates trouble, CTS course shows you how to fix it, what to charge, how to solicit business.

MAKE MONEY RIGHT FROM THE START

Many of our students pay for their course before they complete it. How? Because right from the beginning they are shown how to make actual repairs! Thousands testify the CTS course is easy to understand.

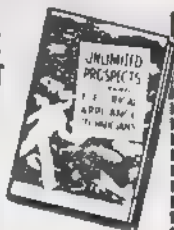
READ WHAT MR. PIPPIN SAYS!

Mr. Marion A. Pippin, Decatur, Ill., writes: "My business is getting better all the time." Mr. Pippin is building a real business in his fix-it shop. You can do the same with CTS training.



ELECTRONIC TESTING KIT FURNISHED

SEND FOR FREE BOOK
... tells you how to do it.



SEND COUPON TODAY!

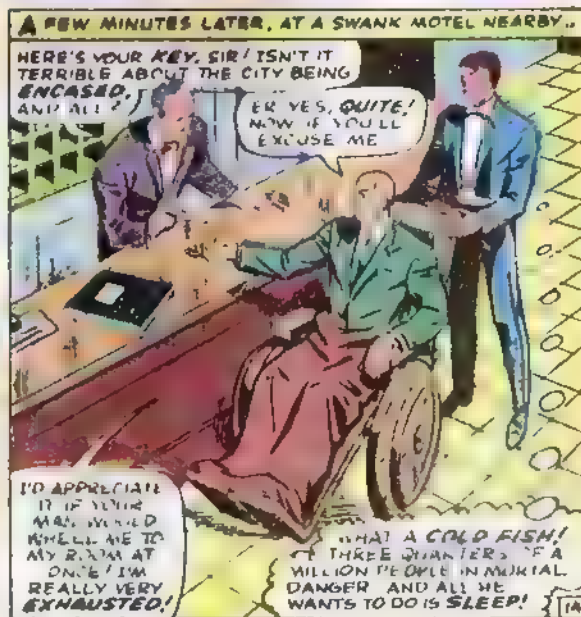
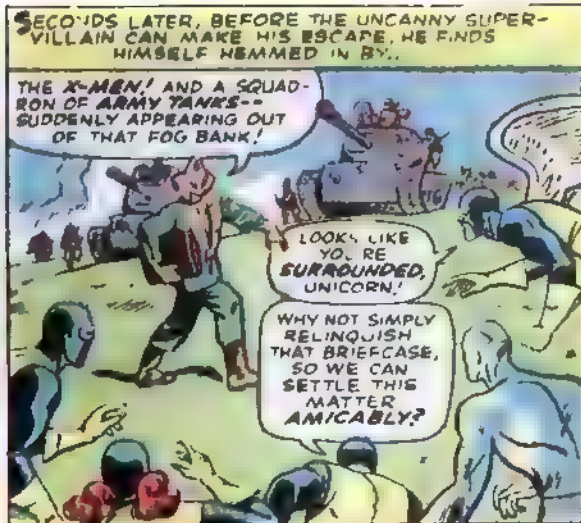
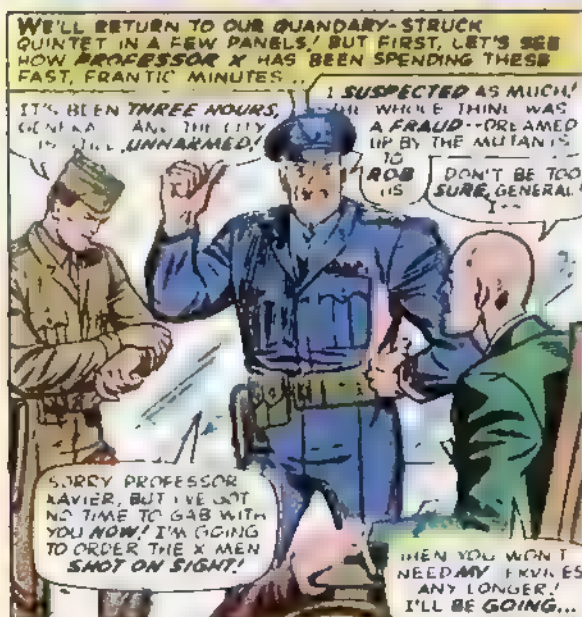
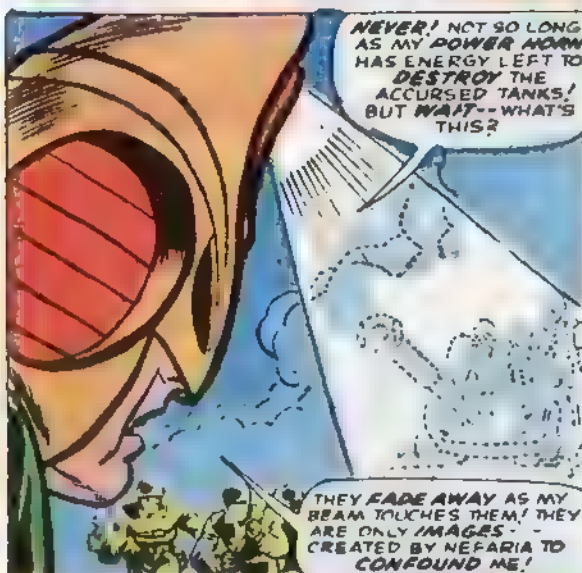
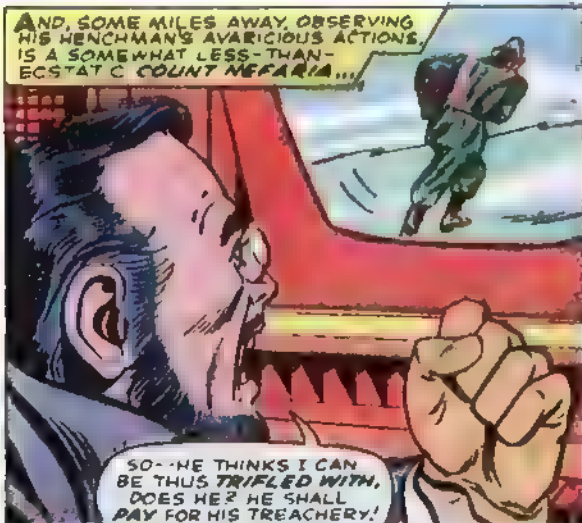
CHRISTY TRADES SCHOOL INC., Dept. A-471
3214 W. Lawrence Ave., Chicago, Illinois 60625

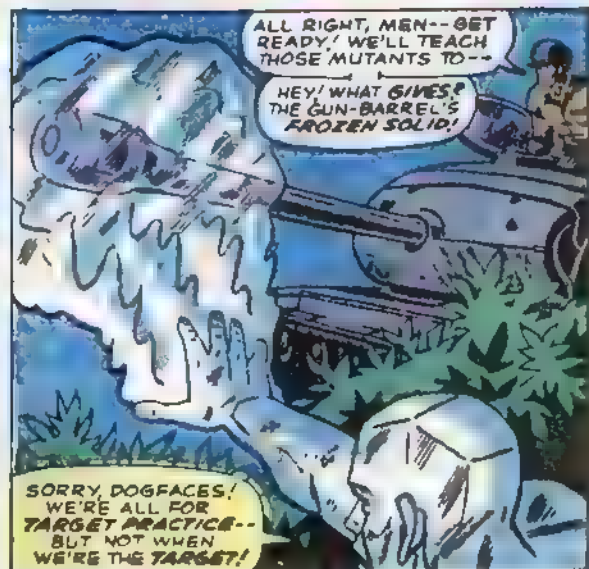
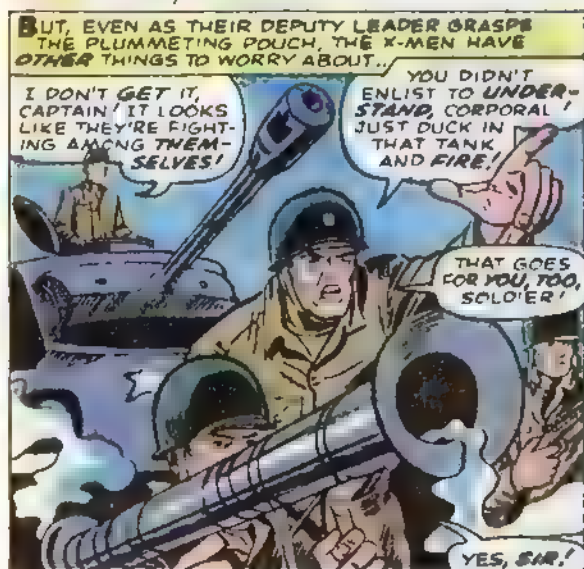
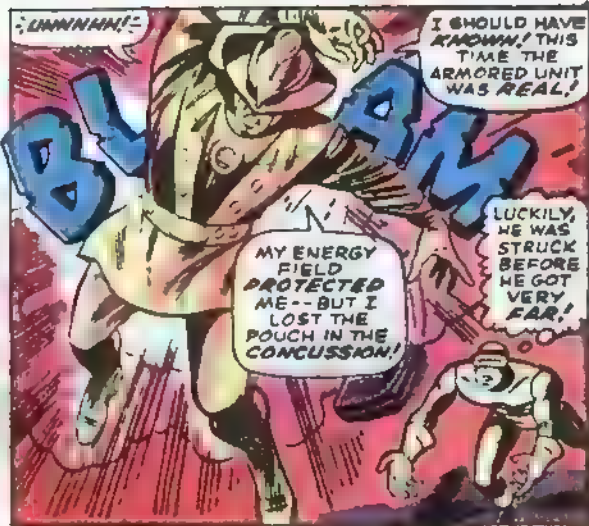
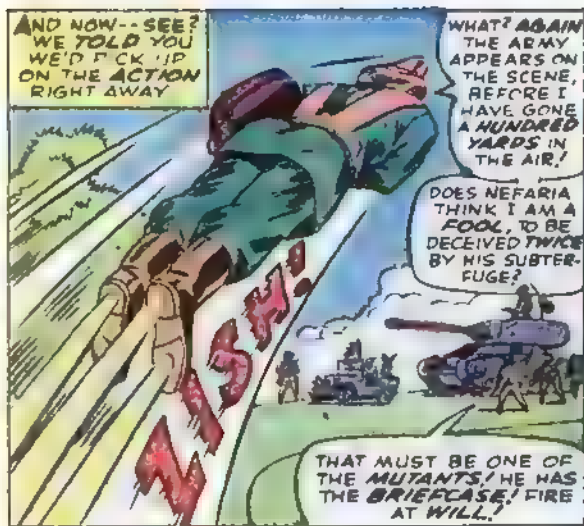
Please RUSH FREE book on America's fastest growing industry, Appliance Repairing, and special form for paying from earnings while learning.

Name.....

Address.....

City..... State.....





MEANWHILE, NOT FAR AWAY, SCOTT SUMMERS HAS REACHED THE SIDE OF MARVEL GIRL...

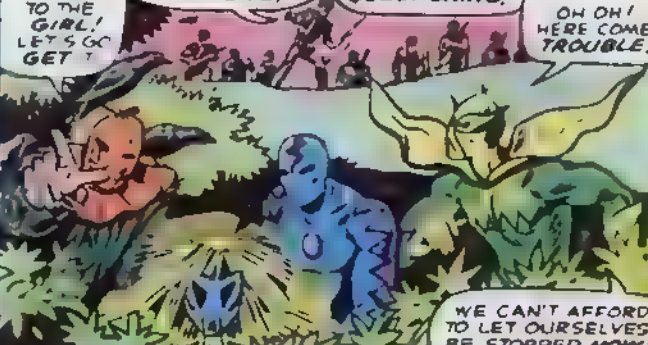
TAKE THE BRIEFCASE TO THE RENDEZVOUS POINT, JEAN, I'LL STAY HERE AND HELP THE OTHERS!



DON'T LIKE TO LEAVE YOU--AND THE REST OF THE X-MEN--BUT I KNOW I MUST!

HOWEVER, UNKNOWN TO THE GRIM CYCLOPS, A SECOND GROUP OF GROUND TROOPS IS APPROACHING THE AREA OF BATTLE, FROM BEHIND...

LOOK! CYCLOPS IS GIVING THE MONEY TO THE GIRL! LET'S GO GET IT!



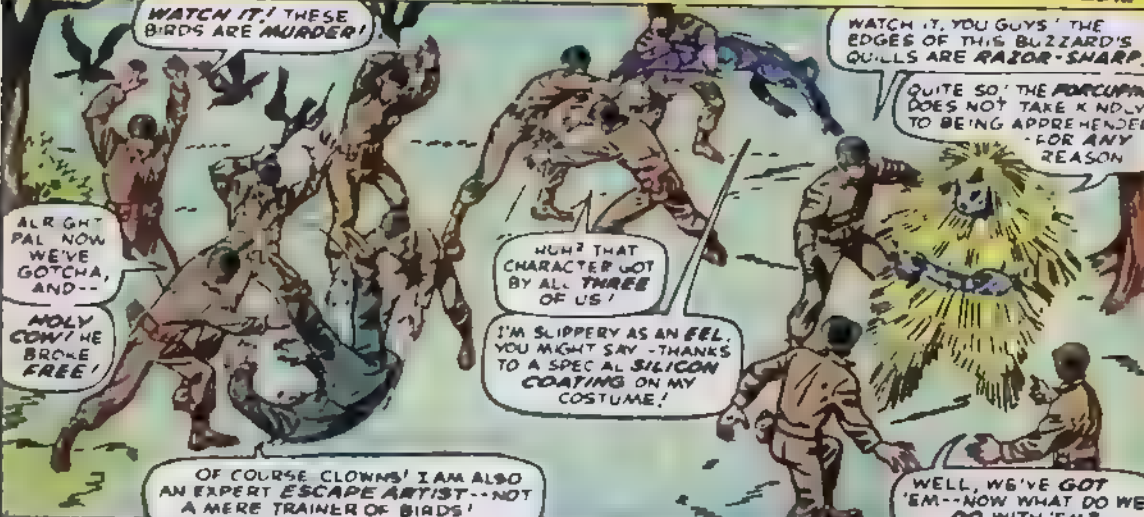
OKAY MEN-- OUR ORDERS ARE TO CAPTURE THE X-MEN-- DEAD OR ALIVE!

THOSE COSTUMED KOOKS UP AHEAD AREN'T THEM-- BUT THEY SURE AREN'T HERE JUST TO SEE THE SCENERY! LET'S TAKE 'EM IN FOR QUESTIONING!

OH OH! HERE COMES TROUBLE!

WE CAN'T AFFORD TO LET OURSELVES BE STOPPED NOW!

AND AMPLY WARNED AS THEY ARE, THE "COSTUMED KOOKS" PROVE EASIER TO HAVE THAN TO HOLD...



WATCH IT! THESE BIRDS ARE MURDER!

ALRIGHT PAL NOW WE'VE GOTCHA, AND-- HOLY COW! HE BROKE FREE!

OF COURSE CLOWNS! I AM ALSO AN EXPERT ESCAPE ARTIST--NOT A MERE TRAINER OF BIRDS!

HUH? THAT CHARACTER GOT BY ALL THREE OF US! I'M SLIPPERY AS AN EEL, YOU MIGHT SAY-- THANKS TO A SPECIAL SILICON COATING ON MY COSTUME!

WATCH IT, YOU GUYS! THE EDGES OF THIS BUZZARD'S QUILLS ARE RAZOR-SHARP!

QUITE SO! THE PORCUPINE DOES NOT TAKE KINDLY TO BEING APPREHENDED-- FOR ANY REASON

WELL, WE'VE GOT 'EM--NOW WHAT DO WE DO WITH 'EM?

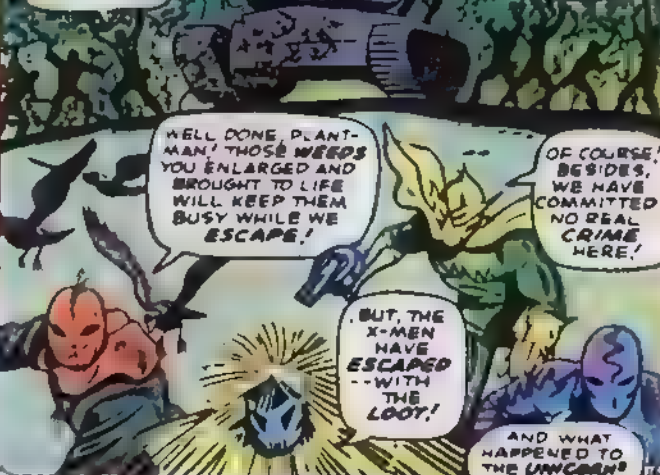
THE SOLDIERS MOMENTARILY OVERLOOKED ME, BECAUSE OF MY CAMOUFLAGING OUTFIT!



THAT GIVES ME JUST THE TIME I NEED-- TO GROW MY OWN ARMY!

PRECISELY TEN SECONDS LATER

A JUNGLE-- APPEARING OUT OF NOWHERE!



GET BACK INSIDE THE TANK, CHARLIE! WE'LL HAVE TO FIGHT OUR WAY OUT OF THIS STUFF!

WELL DONE, PLANT-MAN! THOSE WEEDS YOU ENLARGED AND BROUGHT TO LIFE WILL KEEP THEM BUSY WHILE WE ESCAPE!

OF COURSE! BESIDES, WE HAVE COMMITTED NO REAL CRIME HERE!

BUT, THE X-MEN HAVE ESCAPED-- WITH THE LOOT!

AND WHAT HAPPENED TO THE UNCOMMON?

CONTINUED AFTER NEXT PAGE

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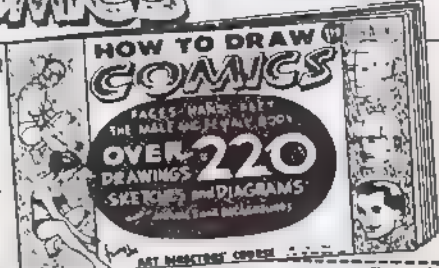
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In Care of _____

Street and No. _____ R F D _____

Post Office _____ State _____

Zip Code No. _____

Print Your Last Name Plainly Here _____



TM & © 2005 MARVEL

WELL, MARVELITES, WE HOPE YOU ENJOYED OUR LITTLE SUNDAY ROMP WITH NEFARIA'S MASQUERADING MINIONS, BECAUSE THAT'S ALL YOU'RE GONNA SEE OF 'EM--FOR NOW, ANYWAY! MEANWHILE, SOME DISTANCE AWAY...

THERE GOES OUR TRUCK, BACK TO NEFARIA'S HIDEOUT!

IT LOOKS LIKE THE COUNT'S **LOST INTEREST** IN US, NOW THAT HE HAS HIS HUNDRED MILLION DOLLARS!

DON'T WORRY -- HE'S NOT GETTING RID OF US THAT EASILY! FOLLOW THE TRUCK, ANGEL!

SIGH: EITHER WAY, IT WOULD APPEAR THAT WE MUST **MOOF** IT BACK!

AND, WHILE WE'RE TYING UP LOOSE ENDS, LET'S NOT FORGET THE UNCANNY UNICORN, WHO IS STILL IN THE VICINITY...

LUCKILY, I FELL INTO THESE **BUSHES** WHEN I WAS CAUGHT OFF-GUARD BY THAT EXPLODING SHELL!

I HAVEN'T MUCH POWER LEFT IN MY ROCKET-SOLED SHOES, SO I'D BETTER LIE LOW UNTIL THE TROOPS HAVE LEFT THE AREA!

AT THIS MOMENT, SEVERAL MILES FROM WASHINGTON...

ANY MINUTE NOW, THE TRUCK WILL RETURN-- BRINGING ME THE INFINITE WEALTH I NEED!

THEN WHEN I USE THAT MONEY TO RE-ESTABLISH THE **MAGGIA**, THE WORLD WILL KNOW THE GREATEST CRIME WAVE IN ITS HISTORY!

BUT, EVEN AS THE CONFIDENT COUNT SPEAKS, A NEW ELEMENT ENTERS HIS FATEFUL GAME-- AN ELEMENT WHOSE EXISTENCE HE HAS NOT **SUSPECTED**!

AWRIGHT, BUSTER-- WHERE DO YA THINK YER GOIN'? NOBODY GITS THRU THIS GATE!

STEP ASIDE, UNDERLINGS! I HAVE NO WISH TO HARM YOU!

I HAVE BUSINESS WITH YOUR **MASTER**-- THE ONE WHO DWELLS INSIDE!

THIS IS JUST A WAREHOUSE, BUDDY! NOBODY LIVES HERE! SO--**UNH!**

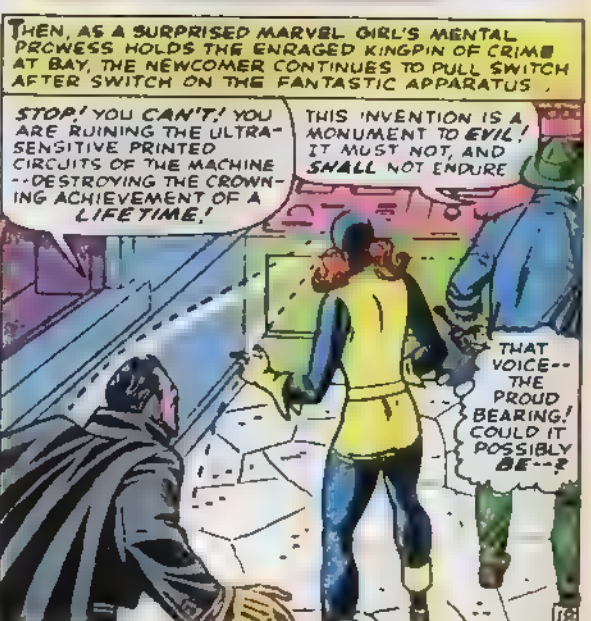
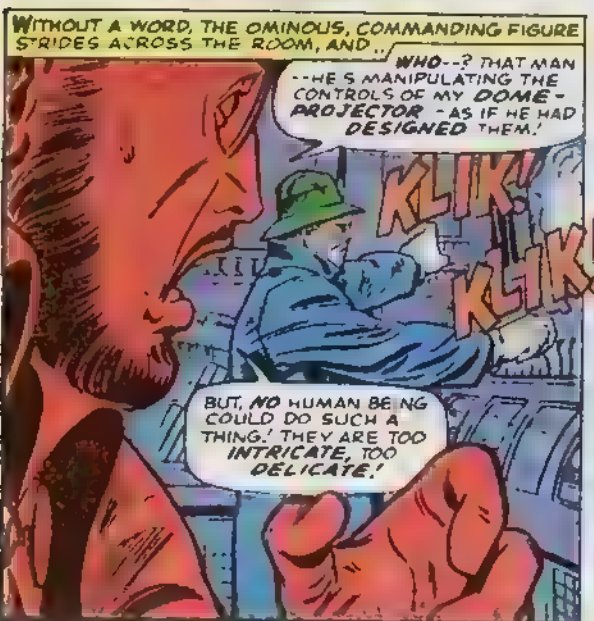
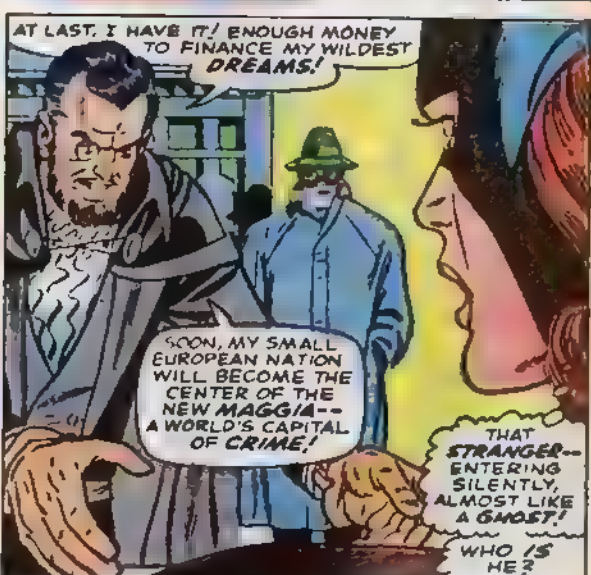
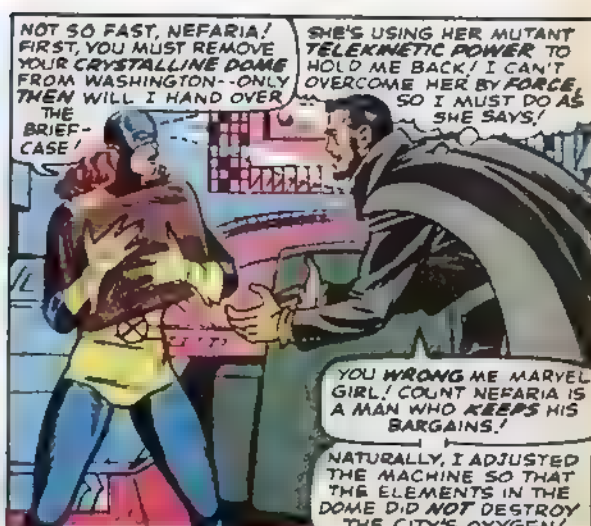
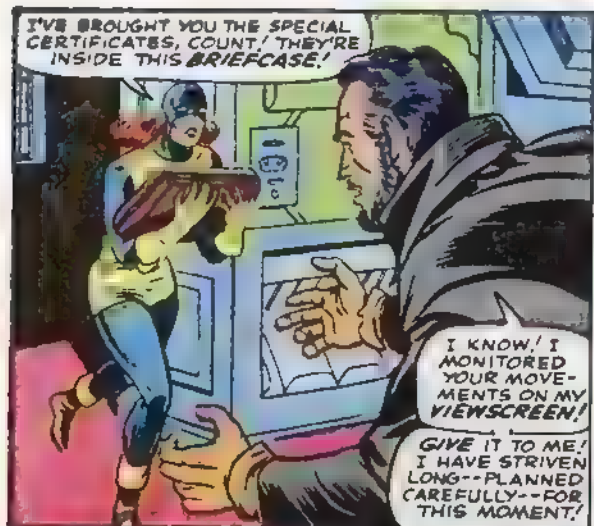
MMH! HEY--I CAN'T MOVE!

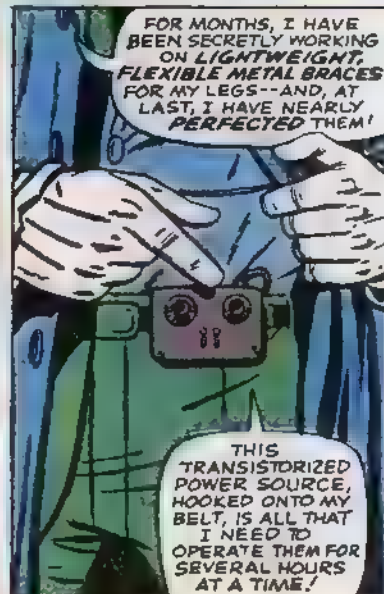
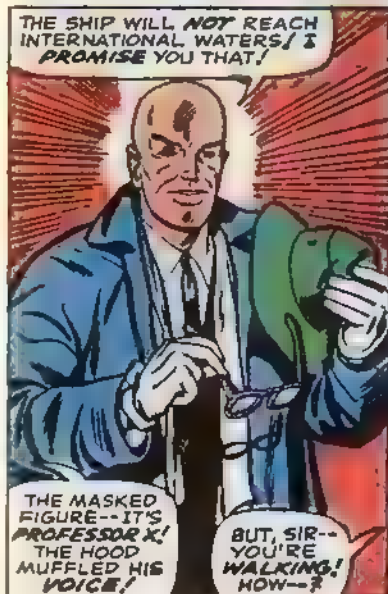
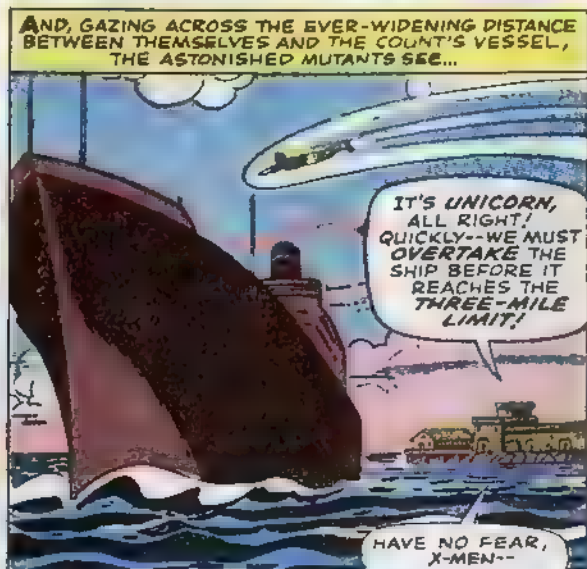
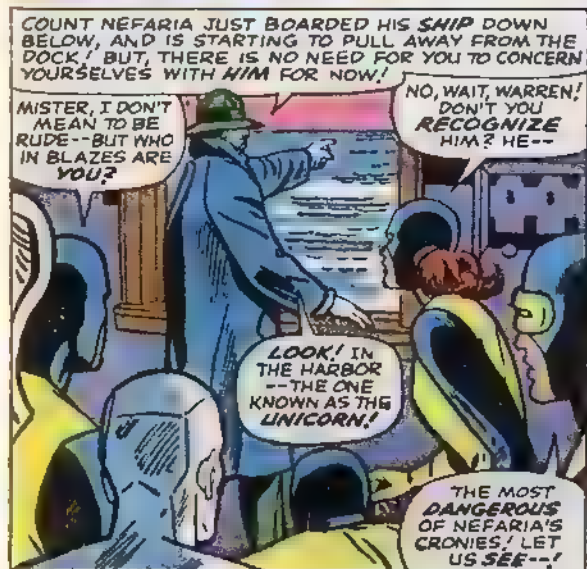
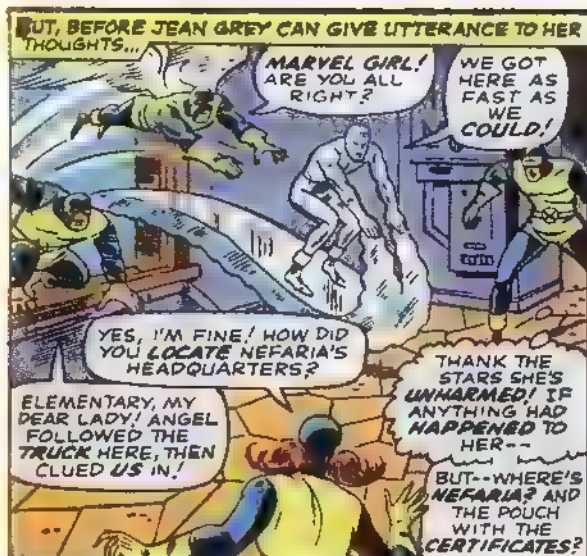
AND, IN ANOTHER SECOND, NEITHER OF YOU WILL BE ABLE TO TALK, AS WELL! AS I SAID, I AM HERE TO SEE YOUR **BOSS**--AND I HAVE NO DESIRE TO SEE HIM **FOREWARNED**!

THEN, WITHOUT A FURTHER WORD, THE MYSTERIOUS FIGURE MOVES ON, LEAVING BEHIND HIM TWO FORMS--SILENT UNMOVING...

AS, ELSEWHERE IN THE DISGUISED HEADQUARTERS OF COUNT NEFARIA...

IT HAS ARRIVED! SOON ALL THE POWER, ALL THE GLOBE FOR WHICH I HAVE LONGED--SHALL BE MINE!



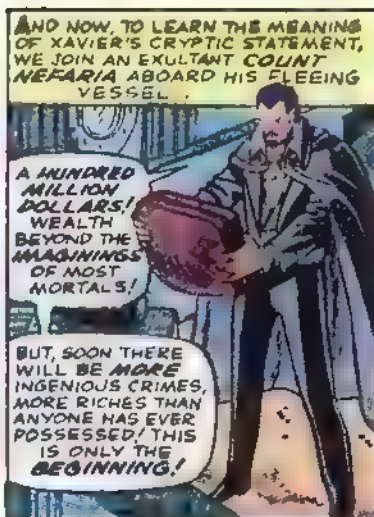




NO! IF YOU'LL MERELY
GLANCE UNDER THE TABLE,
YOU'LL SEE--

THE BRIEFCASE!
THEN NEFARIA
GOT AWAY--EMPTY-
HANDED!

NOT EXACTLY, SCOTT--
NOT EXACTLY!



AND NOW, TO LEARN THE MEANING
OF XAVIER'S CRYPTIC STATEMENT,
WE JOIN AN EXULTANT COUNT
NEFARIA ABOARD HIS FLEEING
VESSEL.

A HUNDRED
MILLION
DOLLARS!
WEALTH
BEYOND
THE
IMAGININGS
OF MOST
MORTALS!

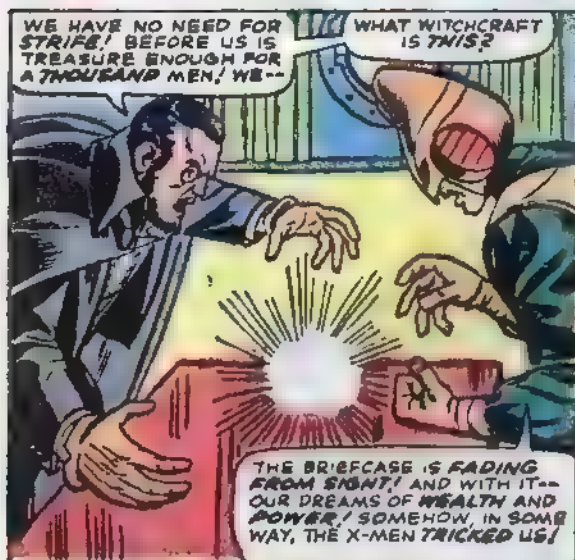
BUT, SOON THERE
WILL BE MORE
INGENIOUS CRIMES,
MORE RICHES THAN
ANYONE HAS EVER
POSSESSED! THIS
IS ONLY THE
BEGINNING!



YOU ARE MISTAKEN, COUNT--
THIS IS THE END OF YOUR
CAREER!

FOR, THOUGH
MY POWER
HORN IS
EXHAUSTED,
I STILL
POSSESS THE
STRENGTH TO
WREST THE POUCH
FROM YOU!

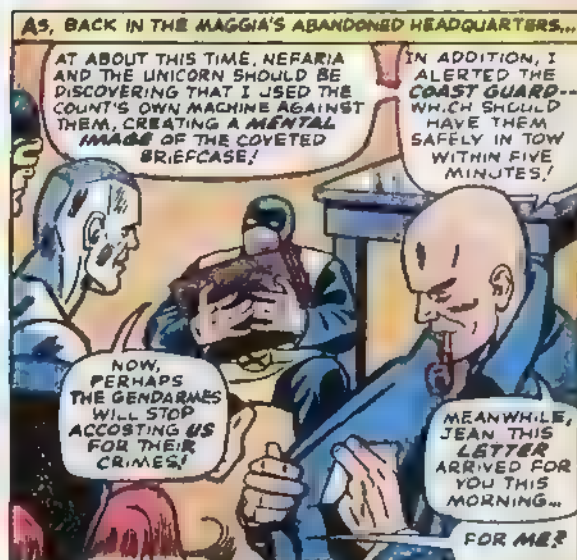
UNICORN!
DON'T--
WAIT!



WE HAVE NO NEED FOR
STRIKE! BEFORE US IS
TREASURE ENOUGH FOR
A THOUSAND MEN! WE--

WHAT WITCHCRAFT
IS THIS?

THE BRIEFCASE IS FADING
FROM SIGHT! AND WITH IT--
OUR DREAMS OF WEALTH AND
POWER! SOMEHOW, IN SOME
WAY, THE X-MEN TRICKED US!



AS, BACK IN THE MAGGIA'S ABANDONED HEADQUARTERS...

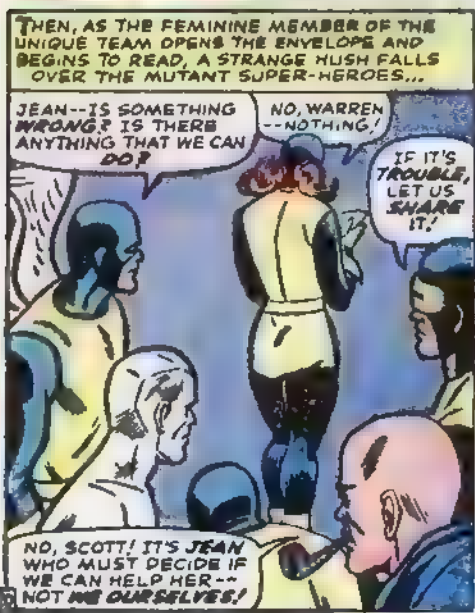
AT ABOUT THIS TIME, NEFARIA
AND THE UNICORN SHOULD BE
DISCOVERING THAT I USED THE
COUNT'S OWN MACHINE AGAINST
THEM, CREATING A MENTAL
IMAGE OF THE COVETED
BRIEFCASE!

IN ADDITION, I
ALERTED THE
COAST GUARD--
WHICH SHOULD
HAVE THEM
SAFELY IN TOW
WITHIN FIVE
MINUTES!

NOW,
PERHAPS
THE GENDARMES
WILL STOP
ACCOMING US
FOR THEIR
CRIMES!

MEANWHILE,
JEAN THIS
LETTER
ARRIVED FOR
YOU THIS
MORNING...

FOR ME?



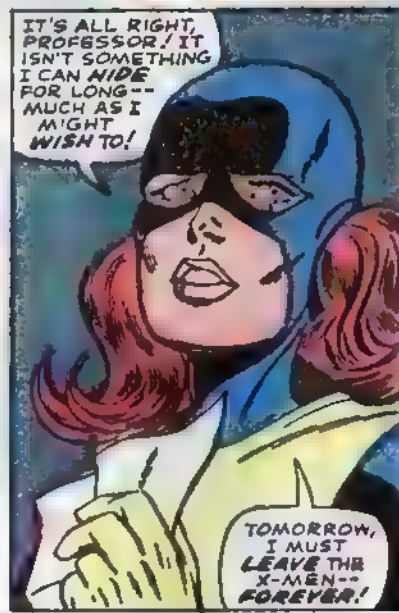
THEN, AS THE FEMINE MEMBER OF THE
UNIQUE TEAM OPENS THE ENVELOPE AND
BEGINS TO READ, A STRANGE HUSH FALLS
OVER THE MUTANT SUPER-HEROES...

JEAN--IS SOMETHING
WRONG? IS THERE
ANYTHING THAT WE CAN
DO?

NO, WARREN
--NOTHING!

IF IT'S
TROUBLE,
LET US
SHARE
IT!

NO, SCOTT! IT'S JEAN
WHO MUST DECIDE IF
WE CAN HELP HER--
NOT ME OURSELVES!



IT'S ALL RIGHT,
PROFESSOR! IT
ISN'T SOMETHING
I CAN HIDE
FOR LONG--
MUCH AS I
MIGHT
WISH TO!

TOMORROW,
I MUST
LEAVE THE
X-MEN--
FOREVER!



NEXT ISN--
MORE STARTLINGLY
DIFFERENT, AMAZINGLY
IMAGINATIVE
DEVELOPMENTS, AS
THE MOST UNUSUAL
FIGHTING TEAM OF
ALL TIME BATTLE

**THE
LOCUST!**

AND, IF THAT
ISN'T
'NUFF SAID--
WE DON'T KNOW
WHAT IS!

NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...

NOW . . . FEAR NO MAN! DON'T BE BULLIED! TURN YOUR HANDS into "EXPLOSIVE" DEFENSE MECHANISM!

You can kick your weight in tigers as a skilled FEARLESS MASTER OF ORIENTAL FIGHTING ARTS
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**PRECISE PUBLICATIONS Dept. FO-11
Box 323, Lunex Hill Sta., N. Y. 21, N. Y.**

Make me a master of the Forbidden Oriental Fighting Arts I enclose \$1.98 under your 30 day MONEY BACK Guarantee promise to use these secrets only for self defense never as an aggressor.

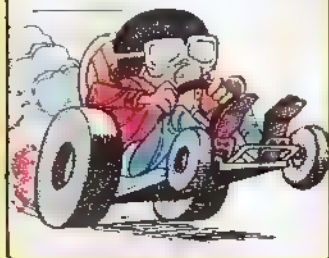
Name _____
Address _____
City _____ State _____ Zip _____



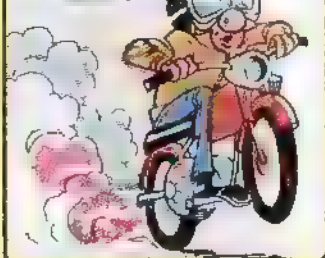
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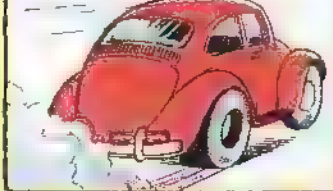
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IT'S
**CLOBBERIN'
TIME!**



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SWEAT SHIRT YOU'VE
SEEN FEATURED IN
AMERICA'S LEAD-
ING FASHION
MAGAZINES!
(NAMES, MARVEL
COMICS!)

AND AS IF THE
FRONT ISN'T
ENOUGH TO GRAB
YOU, LOOK AT THE
DEEPLY-MOVING,
TENDER, INSPIRA-
TIONAL MESSAGE
ON THE BACK!

IT'S
**CLOBBERIN'
TIME!**



\$3.15
PLUS 25¢ FOR
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AND
HANDLING

HERE COMES



THE INCREDIBLE
HULK

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WE DON'T WANT
YOU TO FORGET
OUR KALCYON
HULK MODEL.
EITHER WHO
SAYS THIS SMT
THE MARVEL AGE
OF SWEAT SHIRTS

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AND
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YOUTH ADULT
SIZE! ☐ HULK ☐ MONSTROUS ☐ GARGANTUAN
YOUTH ADULT

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AGE AND
HANDLING



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FULL
COLOR!

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LIVING COLOR
OF YOUR FRIENDLY
NEIGHBORHOOD
SPIDER-MAN!

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WHO'S THE WISE-
GUY THAT'S
HOLDIN'
OUT?

THE M.M.M.S. STILL WANTS YOU!

M.M.M.S. MARVEL COMICS GROUP
625 MADISON AVE., NEW YORK, N.Y. 10022

Hi Gong! Let's face it, I'm a Marvel Man.
man tool Here's my hard earned buck! Rush
all your nutty gizmos to...

NAME _____
ADDRESS _____
CITY _____ STATE _____
ZIP _____ AGE _____

School,
College or
Occupation:

LET'S
VISIT
THE

X-MEN

SEND YOUR
LETTERS TO
THE MARVEL
COMICS GROUP
SECOND FLOOR
625 MADISON AV.
NEW YORK 10022
N.Y.

Dear Stan and Werner,

I turned red with anger after reading a so-called reader's letter in a past X-MEN mag when he said we Marvel readers should write to the characters instead of to you. How terrible! And when he said to be serious and not to joke around and not to give no-prizes, this was unthinkable and, above all, it's unreasonable! Your joking makes your mags stand out. But when I read the part where he said you don't care about your readers, just about money—well! What kind of person is he? This was the most lame-brained letter I have ever seen. Your mags are the greatest things since the wheel and axle. Most Marvel mags don't know all the work that is put into all your great magazines. All your books, mostly the X-MEN, are superb!

James White, 2510 18th St.
Cuyahoga Falls, Ohio 44223

We appreciate the boost, Jim—but we're kinda sorry you mentioned the part about how much work goes into our mags! Here we've been trying to convince the bullpen gang that they're having too much fun to ask for raises! Oh well—ya can't win 'em all! But don't worry about what some disgruntled readers say, pal. If everybody liked us, we'd know we're doing something wrong!

Dear Stan and Werner,

I've written many a letter to you and nary a one has been published. So, to solve my predicament, I have reviewed those laborious letters pages (I'm getting as corny as Stan!) and have come to the salvation of my without pencils, or, in simple English, I've figured how to get a letter published. (1) Write a scientific monograph. (2) Join the Armed Forces or write from an overseas base. This poses a problem if you're under 18, but then I refer you to point 3. (3) If you are underage for the army, join the Boy Scouts (or Girl Scouts, as the case may be). Stan's got a weak spot for minors. (4) Get sick and go to the hospital and tell Stan how ugly your nurse is. You may also mention your illness, but by no means take it. In any of the above situations, you may even get a gift subscription. (I hope you will not consider me a brute for mentioning the illness—I did not mean it to be disrespectful.) 5. Write a ridiculous letter with a few good jokes, though this is the least recommended method besides the one under point 4. (6) The last way is to thank out and write a good, sound, sincere stomach letter which I hope mine counts under. Steve Harvey, 146 E. 57th St. New York, N.Y. 10028

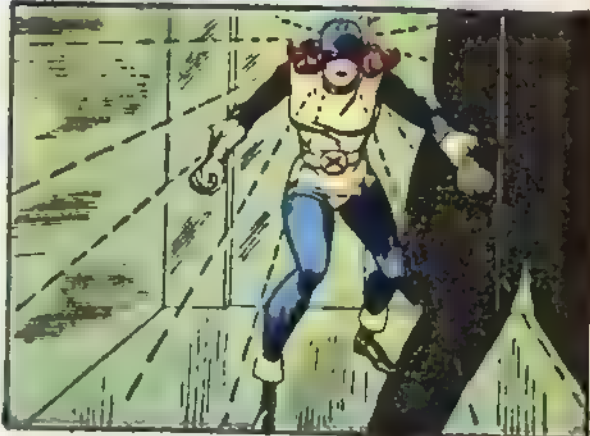
Sorry, Steve! You're wrong on all counts—and your letter just doesn't qualify. What's why we're not publishing it. Try again next time! (Or: How to make fifty million frantic fans wonder if they're reading a misprint!)

Dear Stan and Werner,

I am very angry with you! You have transformed the fabulous X-Men into an organization of powerless superheroes who depend on outside forces to defeat their foes. The Stranger twice rescued them from the clutches of Magneto. And in the very latest issue the X-Men is defeated by his father's machine. Come now! I know the X-Men can do better than that. Though I don't like my magazine, I think the time has come to say a word in Captain America's defense. He is not an old man! So what if he is forty years old or more? Age does not make a man a physical invalid. Besides, Cap was not supposed to spend animation for twenty years. During that time he aged chronologically, not physically or mentally. So Cap fans, beware! There are still myriad loyal fans who would storm the Marvel Headquarters if Captain America were put out to pasture. Since Iron Man and Cap share a book, I will say a few syllables on Shell Head's behalf. Iron Man and Thor are becoming America's top underdogs. That position is reserved for Spider-Man. Please cease your present style of writing their adventures or you will doom Iron Man and Thor to a living death. I mean this literally. When I want to read about Spider-Man and his adventures, I will buy his magazine. I do not want to buy several "spidey-type" magazines. (Null said)

Stanley Gorman, P.O. Box 971
Dalhart, Tex. 79022

Whew! Tell ya what, Shir!—we'll do what we can to get back into your good graces if you'll do something for us. Promise to write a letter to TALES OF SUSPENSE some day and fill it with comments about the X-MEN! After all, what's fair is fair! Shoooo!



Dear Stan and Werner,

Your mags are getting better and better every day. X-MEN #19 has proved this. The artwork in this comic was great, and so was the lettering. (Bless little ol' Artie's heart!) Your cover is what attracted my attention—it was terrific! The mag itself had a good plot and the Mimic was a great villain. Could you please bring him back somehow? You could have him fight Spidey or the F.F. Keep your great mags coming. By the way, what size shoe does Hank wear?

Ken Petrucci, 31 Birch Lane
Ipswich, Mass.

We've never asked him, Kenny, but we'll take a wild guess and say size fifteen! But, Rascally Roy is curious about why you asked—he thinks you must be in the shoe repair business! However, Wondrous Werner claims you're probably a foot doctor—while Smilin' Stan figures you're just nosey! (Or should it be "footsy"? See how things like this can upset us?)



Dear Stan and Werner,

I find it impossible to fully express my jubilation at finding that X-MEN #19 was a "complete-in-one-issue" type of story. The Mimic was a great villain even though quite similar to others you've featured. I sincerely hope he regains his memory and powers soon. Werner's penciling is very good, not too much unlike King Kirby's. Stan's story was his usual great. I found two faults, however. The action didn't start till page 12. You should cut down a little on the introductions. Also, on page 1, Jean Grey is shown reading a copy of MONSTERS UNLIMITED. She has the audacity to say she is really enjoying that issue, like it's something unusual. Any true Marvelite naturally leaves that unsaid. Now, don't tell me a chick like Marvel Girl is a fan of Brand Echh, Yechh or Zechh!

Chuck Robinson II, Rt. #1, Box 103
Charleston, W. Va.

Just between us, Chuck—even if she were, we wouldn't admit it! But for Galactus' sake, which stories that we featured was the Mimic similar to? We kinda felt he was one of our most original creations! (Next to Aunt Petunia, of course!)

Dear Stan and Werner,

Let's face it—X-MEN is not the usual mag. Where else do you find five mutant teenagers running around with a bald-headed human IBM machine, saving the world from other egotistical mutants? You just can't continue to put these remarkable oddities in a Reader's Digest format! Face facts! With six characters (the good guys) and a slew of baddies each issue, how can you submit to running through an episode in two or three issues? Develop the plots. You've got the character material to do it with and certainly the ability. By doing this you can create a consistency which has been lacking in THE X-MEN ever since issue #2. Every time you turn around there's a new plane or X-copter on the scene, and things become so that we don't know if Cyclops is an X-Man, a loner, a lover, or Irving Forbush in disguise. You've cut down on many of

your continued stories because many of the fans have been howling "Don't leave me in suspense" or "What happened?" If they want two or three stories an issue, let them read Brand Echh. They're probably the type who read the end of a novel first! Killjoys! Get to it—write the X-Men like a novel and make it long. Pull the ranks together and leave the condensing to the powdered milk companies. But, I'm warning you—if I miss an issue—grog!

Gary Brown, University of So. Florida
Tampa, Fla.

Gary, anytime *anyone* misses an issue we consider it a major catastrophe! But, we were kinda hoping the "continued stories vs. complete-in-one-ish stories controversy" had died down by now. The point is, we actually don't have a set policy about story lengths. If we can wrap 'em up in the same ish, we're glad to do so. But, if we really feel we get a better yarn by extending the plot to a couple of issues, we take the plunge. There! Did you ever hear of an editorial policy so eloquent in its sheer simplicity? (If you did, don't tell us!)

Dear Stan and Werner,

Boy, the X-Men were great this month! I don't know how you did it but you did! The Mimic was pretty good. You know, you even had me fooled. I was wondering why the professor let the Mimic use that machine of his, but you guys and your Marvel magic never fail. Spider-Man was great, too. He tangled with the Looter alias whoever-he-was. Why don't you let Peter Parker give Flash a flashy-smash right in the kisser? Or you could let Spidey (as Peter) throw a pass farther than Flash. The F. F.'s battle against Galactus was pretty neat. Good old Torch saved the day with that whatchamacallit the Watcher sent him to get. It's a good thing that Thor didn't drop that sword of Odin's. But Odin got his power back, thanks to Thor. I didn't think Thor would last to hold the sword up. Heaven forbid, I wouldn't want him to drop it. So be it! Going back to the X-Men, somebody wrote in and asked how Cyke opened his visor. Well, you guys didn't know then. I've seen him put his finger on a certain place on his mask and his visor goes up. Keep up the good work!

Jim Sistrunk, Rt. #4, Box 139
Chesapeake, Va.

Thanks, Jimmy boy! Wow, you covered everything but the Boxer Rebellion! And we're glad you eluded us in on Cyke's visor. Up till now, we had been thinking he merely said, "Open sesame!"

NEXT ISH: After their excruciating encounter with six sanguinary super-villains this go-round, you'd think that one lone costumed criminal would be a pushover for our merry mutant band. But not when that belligerent, blustering, bellicose baddie is—the loquacious Locust! He's Stan and Werner's latest candidate for membership in the Mighty Marvel Museum of Alliterative Malefactors, and we strongly suspect that he may prove to be the biggest thing in comics since Hank McCoy's feet! Till then, beware of strangers knocking at your door—they may be selling cookies for the Maggial!

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